



MOIL LIMITED

(A Government of India Enterprise)

RELATED PARTY TRANSACTION POLICY

(As approved by Board in 368th Meeting held on 19.03.2026)

1. Introduction

The Board of Directors (the “Board”) of MOIL Limited (the “Company”) has adopted this Related Party Transaction Policy upon the recommendation of the Audit Committee and the said Policy includes the materiality threshold and the manner of dealing with Related Party Transactions (“Policy”) in compliance with the requirements of Section 188 of the Companies Act, 2013 and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015. Amendments, from time to time, to the Policy, if any, shall be considered by the Board based on the recommendations of the Audit Committee.

This Policy applies to transactions between the Company and one or more of its Related Parties. It provides a framework for governance and reporting of Related Party Transactions including material transactions.

2. Objective

This Policy is intended to ensure due and timely identification, approval, disclosure and reporting of transactions between the Company and any of its Related Parties in compliance with the applicable laws and regulations as may be amended from time to time.

The provisions of this Policy are designed to govern the approval process and disclosure requirements to ensure transparency in the conduct of Related Party Transactions in the best interest of the Company and its shareholders and to comply with the statutory provisions in this regard.

3. Definitions

- (i) “Audit Committee or Committee”** means the Committee of the Board constituted from time to time under the provisions of Section 177 of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015.
- (ii) “Associate Company”** in relation to another company, means a company in which that other company has a significant influence, but which is not a Subsidiary company of the Company having such influence and includes a joint venture company.

Explanation. —For the purpose of this clause, —

(a) the expression "significant influence" means control of at least twenty percent. of total voting power, or control of or participation in business decisions under an agreement;

(b) the expression "joint venture" means a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement;

(iii) **“Board”** means Board of Directors of the Company.

(iv) **“Company means”** MOIL Limited

(v) **“Key Managerial Personnel”** means Key Managerial Personnel as defined under the Companies Act, 2013

(vi) **“Material Related Party Transaction”** shall be a transaction with a related party as specified under SEBI (LODR) Regulations 2015 and as amended from time to time. Accordingly, 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 the SEBI (LODR) Regulations, 2015 as mentioned below or as amended from time to time:

Consolidated Turnover of MOIL Threshold	Threshold
(i) Up to ₹20,000 Crore	10% of the annual consolidated turnover of MOIL
(ii) More than ₹20,000 Crore to upto ₹40,000 Crore	₹2,000 Crore + 5% of the annual consolidated turnover of MOIL above ₹20,000 Crore
(iii) More than ₹40,000 Crore	₹3,000 Crore + 2.5% of the annual consolidated turnover of MOIL 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 MOIL shall be determined based on the last audited financial statements of MOIL.

Notwithstanding the above, a transaction involving payments made to related party with respect to brand usage or royalty shall be considered material, if the transactions to be entered into 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 statement of the Company.

(vii) **“Policy”** means MOIL’s Related Party Transaction Policy.

(viii) **“Related party”** means—

(i) a director or his relative;

(ii) a key managerial personnel or his relative;

(iii) a firm, in which a director, manager or his relative is a partner;

(iv) a private company in which a director or manager or his relative is a member or director;

- (v) a public company in which a director or manager is a director and holds along with his relatives, more than two per cent of its paid-up share capital;
- (vi) any body corporate whose Board of Directors, managing director or manager is accustomed to act in accordance with the advice, directions or instructions of a director or manager;
- (vii) any person on whose advice, directions or instructions a director or manager is accustomed to act:

Provided that nothing in sub-clauses (vi) and (vii) shall apply to the advice, directions or instructions given in a professional capacity;

(viii) any body corporate which is—

- (a) a holding, subsidiary or an associate company of such company; or
- (b) a subsidiary of a holding company to which it is also a subsidiary;
- (c) an investing company or the venturer of the company

Explanation. -For the purpose of this clause, “the investing company or the venturer of a company” means a body corporate whose investment in the company would result in the company becoming an associate company of the body corporate

(ix) such other person as may be prescribed in the Act.;

and includes related parties under the applicable accounting Standards.

Provided that:

- (a) any person or entity forming a part of the promoter or promoter group; or
- (b) any person or any entity, holding equity shares of ten per cent or more in the company either directly or on a beneficial interest basis as provided under section 89 of the Companies Act, 2013, at any time, during the immediate preceding financial year;

shall be deemed to be a related party.

(viii) “Related Party Transaction” means a transaction involving a transfer of resources, services or obligations between the Company or any of its subsidiaries on one hand, and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the company or any of its subsidiaries regardless of whether a price is charged and a “transaction” with a related party shall be construed to include a single transaction or a group of transactions in a contract

Provided that the following shall not be a related party transaction:

- (a) the issue of specified securities on a preferential basis, subject to compliance of the requirements under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (b) the following corporate actions by the Company which are uniformly applicable/offered to all shareholders in proportion to their shareholding:
 - i. payment of dividend;

- ii. subdivision or consolidation of securities;
- iii. issuance of securities by way of a rights issue or a bonus issue; and
- iv. buy-back of securities.

- (c) retail purchases from the Company or its subsidiary by the directors or key managerial personnel of the company or its subsidiary, and relatives of such directors or key managerial personnel, without establishing a business relationship and at the terms which are uniformly applicable/offered to all employees, directors, key managerial personnel and relatives of directors or key managerial personnel.

Related party transactions shall also include contracts, arrangements and transactions as envisaged in Section 188 of the Companies Act, 2013.

- (ix) **“Relative”** means relative as defined under the Companies Act, 2013 and rules made there under.

4. Policy

4.1 Approval of Related Party Transaction by Audit Committee

- (i) All Related Party Transactions and subsequent material modifications shall require prior approval of the Audit Committee. Only those members of the audit committee, who are independent directors, shall approve related party transactions.

Explanation: Material modifications in relation to the Related Party Transaction(s) shall mean any change / variation / modification in an existing related party transaction / contract / arrangement, the financial effect of which is change in the value of existing related party transaction / contract / arrangement by +30%.

- (ii) A Related Party Transaction above rupees one crore, whether entered into individually or taken together with previous transactions during a financial year, to which the subsidiary of the Company is a party but the Company is not a party, shall require prior approval of the Audit Committee of the company, as under: -
- a) For subsidiaries having audited financials: if the value of such transactions, 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
 - b) For new subsidiaries does not have audited financial statements for a period of at least 1 year: if the value of such transaction, exceeds the lower of the following:
 - 10% of aggregate value of paid-up share capital + securities premium of the subsidiary; or
 - the threshold for material related party transactions of the company

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

- (iii) Prior approval of the audit committee of the company shall not be required for a related party transaction to which the listed subsidiary is a party but the Company is not a party, if regulation 23 and regulation 15 (2) of the SEBI (LODR) Regulation, 2015 are applicable to such listed subsidiary.
- (iv) The members of the audit committee, who are independent directors, may ratify related party transactions within three months from the date of the transaction or in the immediate next meeting of the audit committee, whichever is earlier, subject to the following conditions:
 - (a) the value of the ratified transaction(s) with a related party, whether entered into individually or taken together, during a financial year shall not exceed rupees one crore;
 - (b) the transaction is not a material in terms of the provisions of this policy.
 - (c) rationale for inability to seek prior approval for the transaction shall be placed before the audit committee at the time of seeking ratification;
 - (d) the details of ratification shall be disclosed along with the disclosures of related party transactions with the Stock Exchanges.
 - (e) any other condition as specified by the audit committee:
 Provided that failure to seek ratification of the audit committee shall render the transaction voidable at the option of the audit committee and if the transaction is with a related party to any director, or is authorised by any other director, the director(s) concerned shall indemnify the company against any loss incurred by it.
- (v) The Audit Committee may grant omnibus approval for certain Related Party Transactions proposed to be entered into by the company or its subsidiary subject to the following conditions:
 - (a) such approval shall be applicable in respect of transactions which are repetitive in nature;
 - (b) the transactions are on arm's length basis,
 - (c) it shall satisfy itself the need for such omnibus approval and that such approval is in the interest of the company;
 - (d) Such omnibus approval shall specify:
 - (i) the name/s of the related party, nature of the 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;
 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 their value not exceeding Rs.1 crore per transaction.
 - (e) Audit Committee shall review, at least on a quarterly basis, the details of RPTs entered into by the company and its subsidiary pursuant to each of the omnibus approval given.
 - (f) Such omnibus approvals shall be valid for a period not exceeding one year and shall require fresh approvals after the expiry of one year,

If the Committee determines that a Related Party Transaction should be brought before the Board, or if the Board in any case choose to review any such matter or it is mandatory under any law for Board to approve the Related Party Transaction, then the Related Party transaction should be approved by the Board.

Approval of Related Party Transaction by Board of Directors

4.2 In terms of section 188 of the Companies Act, 2013, all cases where the Related Party Transactions are not in the ordinary course of business and/or are not on arm's length basis but within the prescribed limits as per the Companies (Meetings of Board & its Powers) Rules, 2014, shall be brought before the Board of Directors for approval through Audit Committee.

Such approval of Board shall be obtained at a duly convened meeting.

Approval of Related Party Transaction by Shareholders

4.3 All (a) Related Party Transactions and subsequent material modifications as defined in clause 4.1 that are beyond the prescribed limits as per Companies (Meetings of Board & its Powers) Rules, 2014 (b) Material Related Party Transactions, shall require prior approval of MOIL's shareholders through resolution. No related party shall vote to approve such resolution.

Provided that approval under this policy shall not be required if

- (i) transactions entered into between two government companies;
- (ii) transactions entered into between a holding company and its wholly owned subsidiary whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval.
- (iii) transactions entered into between two wholly-owned subsidiaries of MOIL, whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval.
- (iv) transactions which are in the nature of payment of statutory dues, statutory fees or statutory charges entered into between an entity on one hand and the Central Government or any State Government or any combination thereof on the other hand.
- (v) transactions entered into between a public sector company on one hand and the Central Government or any State Government or any combination thereof on the other hand.

Explanation (i): For the purpose of this clause "Government company" shall have the same meaning as defined in Section 2(45) of the Companies Act, 2013."

Explanation (ii): For the purpose of this clause, 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."

Industry Standards on "Minimum information"

4.3 Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" as per SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, as amended from time to time, shall be adhered to.

5. Disclosures

All disclosures pertaining to Related Party Transactions required under the Companies Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 shall be made accordingly.

6. Limitation

In the event of any conflict between the provisions of this Policy and of the SEBI (LODR) Regulations, 2015 / Companies Act, 2013 or any other statutory enactments, rules, then, the provisions of the SEBI (LODR) Regulations, 2015 / Companies Act, 2013 or other statutory enactments, rules, as the case may be shall prevail over this Policy and shall be adhered to accordingly by all concerned.

7. Dissemination of Policy

Either this Policy or the important provisions of this policy shall be disseminated to all functional and operational employees and other concerned persons of the Company and shall be hosted on the intra-net and website of the Company and web link thereto shall be provided in the annual report of the Company.
