MOTHER NUTRI FOODS LIMITED

[CIN: L51909GJ2022PLC128485**]**

RELATED PARTY TRANSACTION POLICY

[Amended w.e.f. June 10, 2026]

1. PREAMBLE:

The Board of Directors (**the "Board"**) of Mother Nutri Foods Limited (**the "Company"**), has adopted the 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 to regulate transactions between the Company and its Related Parties based on the laws and regulations applicable on the Company.

2. PURPOSE:

This policy is framed as per requirement of the Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 [including any modification(s) / amendment(s) / re-enactment (s) thereof] ("**Listing Regulations**") and in terms of Section 188 of the Companies Act, 2013 and is intended to ensure the proper approval, disclosure and reporting requirements of transactions between the Company and its Related Parties.

3. DEFINITIONS:

"Act" shall mean the Companies Act, 2013 and the Rules framed thereunder, including any modifications, clarifications, circulars or re-enactment thereof.

"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. For determination of Arm's Length basis, guidance may be taken from provisions of Transfer Pricing under Income Tax Act, 1961.

"Audit Committee or Committee" means "Audit Committee" constituted by the Board of Directors of the Company under provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and Companies Act, 2013, from time to time.

"Associate Company" means any other Company, in which the 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**,** "significant influence" means control of at least twenty per cent of total voting power, or control of or participation in business decisions under an agreement.

"Board of Directors" or "Board" means the Board of Directors of the Company, as constituted from time to time.

"Control" shall have the same meaning as defined in SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

"Key Managerial Personnel" means Key Managerial Personnel of the Company in terms of the Companies Act, 2013 and rules made thereunder.

"Material Related Party Transaction" in terms of Listing Regulations means a transaction to be entered into with a Related Party, individually or taken together with previous transactions during a financial year, if exceeds the following thresholds:

Consolidated Turnover of Listed Entity	Threshold
(I) Up to Rs. 20,000 Crore	10% of the annual consolidated turnover of the Company
(II) More than Rs. 20,000 Crore to upto Rs. 40,000 Crore	Rs. 2,000 Crore + 5% of the annual consolidated turnover of the Company above Rs. 20,000 Crore
(III) More than Rs. 40,000 Crore	Rs. 3,000 Crore + 2.5% of the annual consolidated turnover of the Company above Rs. 40,000 Crore or Rs. 5,000 Crores, whichever is lower

Explanation: *For the purpose of computing the thresholds stated above, the annual consolidated turnover of the Company shall be determined based on the last audited financial statements*

"Material Modification" in terms of Listing Regulations means any modification(s) in the pricing, quantity or overall transaction value having a variance of 20% (Twenty Percent) or more, in the relevant previously approved related party transaction.

"Policy" means Related Party Transaction Policy.

"Related Party" means related party as defined under Section 2(76) of the Companies Act, 2013 and the rules made thereunder or under the applicable accounting standards:

The following shall also be treated as the Related Party -

a) all persons or entities forming part of promoter or promoter group irrespective of their shareholding;

b) any person / entity holding equity shares in the listed entity, as below, either directly or on a beneficial interest basis at any time during the immediately preceding financial year to the extent of 10% or more.

"Related Party Transaction or transaction" means transaction in the nature of contract involving transfer of resources, services or obligations between the Company and the Related Party, regardless of whether a price is charged.

Explanation – A "transaction" with a Related Party shall be construed to include single or a group of transactions in a contract.

The RPT shall include transactions between -

i. the Company or any of its subsidiaries on one hand and a related party of the Company or any of its subsidiaries on the other hand the Company or
ii. 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

4. POLICY AND PROCEDURE:

♦ **POLICY**

All Related Party Transactions where the Company is a party to such transactions, must be reported to the Audit Committee and referred for approval by the Committee in accordance with this policy.

♦ **PROCEDURES**

A. Identification of Related Party Transactions:

Every director shall at the beginning of the financial year provide information by way of written notice to the company regarding his concern or interest in the entity with specific concern to parties which may be considered as related party with respect to the Company and shall also provide the list of relatives which are regarded as related party as per this policy. Directors are also required to provide the information regarding their engagement with other entity during the financial year which may be regarded as related party according to this policy.

The Company will identify potential transactions with Related Parties based on written notices of concern or interests received from its Directors / Key Managerial Personnel as well as based on the list of related parties of the Subsidiary Companies, in the manner prescribed in the Companies Act, 2013 and the rules thereunder and Listing Regulations as amended from time to time.

B. Review and approval of Related Party Transaction:

» **Audit Committee:**

1. Every Related Party Transaction and subsequent material modification shall be subject to the prior approval of the Audit Committee.

   Members of the Audit Committee, who are Independent Directors, shall only approve related party transactions.

2. The Audit Committee may grant omnibus approval for Related Party Transactions proposed to be entered into by the Company or its subsidiary subject to compliance of the conditions contained in the Companies Act, 2013 and Listing Regulations as amended from time to time.

   The Committee shall also satisfy itself the need for such omnibus approval and that such approval is in the interest of the Company.

   The omnibus approval shall specify:

   a. the name(s) of the related party, nature of transaction, period of transaction, maximum amount of transactions that shall be entered into,
   b. the indicative base price / current contracted price and the formula for variation in the price if any; and
   c. 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 rupees 1 crore per transaction.

   The omnibus approvals shall be valid for a period not exceeding 1 year and shall require fresh approvals after the expiry of 1 year.

   The audit committee shall review the status of long-term, (more than a year) or recurring RPTs on an annual basis.

3. Prior approval of the Audit Committee shall be required for:

   a. All RPTs and subsequent Material Modifications;

b. a related party transaction to which the Company's subsidiary is a party but the Company is not a party, if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year, exceeds ten per cent of the annual standalone turnover, as per the last audited financial statements of such subsidiary.

Provided that prior approval of the audit committee of the Company shall not be required for RPTs where a listed subsidiary of the Company is a party but the Company is not a party, if regulation 23 and 15 (2) of Listing Regulations are applicable to such listed subsidiary.

c. If any additional Related Party Transaction is to be entered by the Company post omnibus approval granted by the Audit Committee, then the Company shall present such transaction before the Audit Committee in its next meeting for its prior approval.

d. 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:

(i) 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 1 crore;
(ii) the transaction is not material in terms of the provisions of Regulation 23 (1) of the Listing Regulation;
(iii) rationale for inability to seek prior approval for the transaction shall be placed before the audit committee at the time of seeking ratification;
(iv) the details of ratification shall be disclosed along with the disclosures of related party transactions in terms of the provisions of Regulation 23 (9) of Listing Regulation;
(v) 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 listed entity against any loss incurred by it.

4. The Audit Committee shall also review the statement of significant related party transactions submitted by management as per its terms of reference.

5. Any member of the Committee who has a potential interest in any Related Party Transaction shall abstain from discussion and voting on the approval of the Related Party Transaction.

6. To review a Related Party Transaction, the Committee shall be provided with the necessary information, to the extent relevant, with respect to actual or potential Related Party Transactions.

7. The Audit Committee shall recommend the Related Party Transactions for approval of Board of Directors / Shareholders as per terms of this policy.

» Approval of Board and Shareholders:

- All Related Party Transactions which are not in the ordinary course of business or not at the arm's length price shall require prior approval of the Board of Directors of the Company. Where any director is interested in any Related Party Transaction, such director will abstain from discussion and voting on the subject matter of the resolution relating to such transaction.

Further, all related party transactions which are not in the ordinary course of business or not at the arm's length price and are exceeding threshold limits prescribed under Section 188 of the Act reads with Companies (Meetings of Board and its Powers) Rules, 2014 shall also require prior approval of shareholders of the Company by way of Ordinary Resolution and all entities falling under the definition of Related Parties shall not vote to approve the relevant transaction, irrespective of whether the entity is a party to the particular transaction or not.

Further, the information as prescribed under the Companies Act, 2013 and/or the Listing Regulations, from time to time shall be provided in the Notice to the shareholders for consideration of RPTs.

- All the Material Related Party Transactions and subsequent Material Modifications shall require prior approval of the Board and shareholders through Ordinary Resolution and no Related Party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

  Provided that prior approval of the shareholders of a Company shall not be required for Related Party Transactions where listed subsidiary is a party but the Company is not a party, if regulation 23 and regulation 15(2) of Listing Regulations are applicable to such listed subsidiary.

  Provided that the requirements specified under this sub-regulation shall not apply in respect of a resolution plan approved under section 31 of the Insolvency Code, subject to the event being disclosed to the recognized stock exchanges within one day of the resolution plan being approved. Provided that the Material Related Transactions entered into by the Company with its wholly owned subsidiary(ies) whose accounts are consolidated with the company and placed before the shareholders at the general meeting for approval shall not require approval of the shareholders.

  Provided that the provisions pertaining to –

  - Prior approval of the Audit Committee for all RPTs;
  - Omnibus Approval for RPTs; and
  - Prior Approval of shareholders for Material Related Party Transactions and subsequent Material Modifications

- Shall not be applicable when the transactions are entered into between two wholly owned subsidiaries of the Company, whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval.

5. TRANSACTION WHICH DO NOT REQUIRE APPROVAL:

1. 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 including following:

   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.

2. Retail purchases from the Company or its subsidiary by its directors or its employees, without establishing a business relationship and at the terms which are uniformly applicable/offered to all employees and directors.

3. Remuneration and sitting fees paid by the Company or its subsidiary to its director, key managerial personnel or senior management, except who is part of promoter or promoter group, provided that the same is not material in terms of the provisions of Regulation 23(1) of Listing Regulation.

6. RELATED PARTY TRANSACTIONS NOT APPROVED UNDER THIS POLICY:

If a Related Party Transaction is entered into by the Company without being approved under this Policy, the same shall be reviewed by the Committee. The Committee shall evaluate the transaction and may decide such action as it may consider appropriate including ratification, revision or termination of the Related Party Transaction. The Committee may examine the facts and circumstances of the case and take any such action it deems appropriate.

7. DISCLOSURES:

1) Every Related Party Transaction with proper justification shall be disclosed in the Directors Report.

2) Material RPTs shall be provided in the notice to shareholders.

3) The Company shall submit to the stock exchanges disclosures of related party transactions every six months on the date of publication of its standalone and consolidated financial results in the format as specified by the SEBI from time to time, and publish the same on its website.

   Provided further that the remuneration and sitting fees paid by the Company or its subsidiary to its director, key managerial personnel or senior management, except who is part of promoter or promoter group, shall not require disclosure provided that the same is not material in terms of the provisions of Regulation 23 (1) of Listing Regulation.

4) The Company shall disclose policy on dealing with Related Party Transactions on its website and also in the Annual Report.

8. POLICY REVIEW:

This policy is framed based on the provisions of the Companies Act, 2013, and rules thereunder and the requirements of the Regulation 23 of the Listing Regulations with the Stock Exchange.

In case of any subsequent changes in the provisions of the Companies Act, 2013, Regulation 23 of the Listing Regulations, 2015 with Stock Exchanges or any other SEBI Regulations ("Regulations"), which makes any of the provisions in the policy inconsistent with the Regulations, the provisions of the Regulations would prevail over the Policy and the provisions in the policy would be modified in due course to make it consistent with the Regulations.

The Policy shall be reviewed by the Audit Committee as and when any changes are to be incorporated in the policy due to change in the Regulations or as may be felt appropriate by the Committee. Any changes or modification on the Policy as recommended by the Committee would be presented for approval of the Board of Directors. Further as per the Listing Regulations, the policy shall be reviewed by the Board of Directors at least once every three years and updated accordingly.

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