

POLICY ON RELATED PARTY TRANSACTIONS

WAISL LIMITED

PREAMBLE

This Policy has been framed as per requirement of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [LODR Regulations] and guidelines issued by SEBI from time to time.

This Policy shall be called the 'Policy on Related Party Transactions' of WAISL Limited ("WAISL").

APPLICABILITY

This Policy shall be applicable to all transactions between the Company and its Related Parties. This Policy shall be applicable with effect from November 13, 2023.

OBJECTIVE

This Policy provides the criteria for determining the materiality of Related Party Transactions. The objective of this Policy is to ensure proper approvals & reporting of the transactions between WAISL and its Related Parties in compliance of provisions of the Companies Act, 2013, LODR Regulations and any other applicable statutory provisions for the time being in force, in this regard.

DEFINITIONS:

- 1. Act:** Act means the Companies Act, 2013 and Rules made thereunder.
- 2. Arm's Length transaction:** means a transaction between two related parties that is conducted as if they are unrelated, so that there is no conflict of interest, as defined in Explanation (b) to Section 188 (1) of the Companies Act, 2013.
- 3. Associate Company:** As per Section 2(6) of the Companies Act, 2013, 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 purposes of this clause, "significant influence" means control of at least twenty percent of total voting power, or control of or participation in business decisions under an agreement. Further, "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.

4. Audit Committee: means "Audit Committee" constituted by the Board of Directors of the Company under the provisions of LODR Regulations and Companies Act, 2013, as may be amended from time to time.

5. Board: means Board of Directors of WAISL Limited (Formerly Wipro Airport IT Services Limited).

6. Company/WAISL: means WAISL Limited.

7. Key Managerial Personnel (KMP): As per the provisions of Section 2(51) of the Companies Act, 2013 read with Companies (Appointment and Remuneration of

Managerial Personnel) Rules, 2014, "Key Managerial Personnel", in relation to a company, means-

- (i) the Chief Executive Officer or the managing director or the manager;
- (ii) the Whole-time Director;
- (iii) the Company Secretary;
- (iv) the Chief Financial Officer;
- (v) such other officer as may be prescribed.

8. Related Party: An entity shall be considered as related to the Company if:

- (i) Such entity is a related party as defined under Section 2(76) of the Companies Act, 2013; or
- (ii) Such entity is a related party under the applicable accounting standard(s).

Provided that:

- (a) any person or entity forming a part of the promoter or promoter group of the listed entity; or
- (b) any person or any entity, holding 20% or more of the equity share capital of the Company (10% or more with effect from April 1, 2023), either directly or on a beneficial interest basis 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.

Related Party under Section 2(76) of the Companies Act, 2013

- a. a Director or his relative;
- b. a Key Managerial Personnel or his relative;
- c. a firm, in which a Director, Manager or his relative is a partner;
- d. a private company in which a Director or Manager or his relative, is a member or Director;
- e. 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;
- f. 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;
- g. 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;

h. any company 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, or
- (C) an investing company or the venturer of the company which implies a body corporate whose investment in the Company would result in the company becoming an associate company of the body corporate.
- i. A Director, other than an Independent Director, or Key Managerial Personnel of the holding company or his relative.
- j. such other person as may be prescribed under the Companies Act, 2013 or any other statutory provisions for the time being in force.

9. Related Party Transactions: Section 188 of the Companies Act, 2013 encompasses all contracts or arrangements with a Related Party with respect to:-

- (a) sale, purchase or supply of any goods or materials;
- (b) selling or otherwise disposing of, or buying, property of any kind;
- (c) leasing of property of any kind;
- (d) availing or rendering of any services;

- (e) appointment of any agent for purchase or sale of goods, materials, services or property;
- (f) such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company; and
- (g) underwriting the subscription of any securities or derivatives thereof, of the company.

Further, as per LODR Regulations, "Related Party Transaction" means a transfer of resources, services or obligations between:

- a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, or

- with effect from April 01, 2023, a listed entity 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 listed entity 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 listed entity which are uniformly applicable/offered to all shareholders in proportion to their shareholding:

i. payment of dividend;

ii. sub-division 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. acceptance of fixed deposits by Banks/Non-Banking Finance Companies at the terms uniformly applicable/offered to all shareholders/public, subject to disclosure of the same along with the disclosure of Related Party Transactions every six months to the Stock Exchange(s), in the format as specified by the Board:

Provided further that this definition shall not be applicable for the units issued by mutual funds which are listed on a recognized stock exchange.

10. Relative: As per LODR Regulations, "Relative" means relative as defined under Section 2(77) of the Companies Act, 2013 and rules prescribed thereunder:

Provided this definition shall not be applicable for the units issued by mutual fund which are listed on a recognised stock exchange(s);

As per Section 2(77) of the Companies Act, 2013, 'relative', with reference to any person, means anyone who is related to another in the following manner:

a. as members of a Hindu Undivided Family;

b. as husband and wife;

c. Father including the step-father.

d. Mother including the step-mother.

e. Son including the step-son.

f. Son's wife.

g. Daughter.

h. Daughter's husband.

i. Brother including the step-brother.

j. Sister including the step-sister.

11. Subsidiary: As per Section 2(87) of the Companies Act, 2013, a 'subsidiary company' or 'subsidiary', in relation to any other company (that is to say the holding company), means a company in which the holding company—

- (i) controls the composition of the Board of Directors; or
- (ii) exercises or controls more than one-half of the total share capital either at its own or together with one or more of its subsidiary companies:

Provided that such class or classes of holding companies as may be prescribed shall not have layers of subsidiaries beyond such numbers as may be prescribed.

Explanation — For the purposes of this clause—

a) a company shall be deemed to be a subsidiary company of the holding company even if the control referred to in sub-clause (i) or (ii) above is of another subsidiary company of the holding company;

(b) the composition of a company's Board of Directors shall be deemed to be controlled by another company if that other company by exercise of some power exercisable by it at its discretion can appoint or remove all or a majority of the directors;

(c) the expression "company" includes any body corporate;

(d) "layer" in relation to a holding company means its subsidiary or subsidiaries;

Words or expressions used and not defined in this Policy, but defined in any other statute, shall have the same meanings assigned to them therein.

MATERIALITY OF RELATED PARTY TRANSACTIONS

A 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 ₹1,000 crore or ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

Notwithstanding the above, a transaction involving payments made to a related party with respect to brand usage or royalty shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed five percent of the annual consolidated turnover, as per the last audited financial statements of the company.

DEALING WITH RELATED PARTY TRANSACTIONS

There are some ongoing transactions with various related parties which have been perused and approved by the board from time to time. Although such transactions are in the ordinary course of business and on arm's length basis, yet any modifications or fresh arrangements with related parties shall be approved by the board from time to time:

- i. All related party transactions and subsequent material modifications shall require prior approval of the Audit committee, and only those Audit Committee members, who are Independent Directors, shall approve the related party transactions.

Further, the Audit Committee shall also review the status of long-term (more than one year) or recurring RPTs atleast on an annual basis.

- ii. A related party transaction to which the WAISL's subsidiary is a party but WAISL is not a party, shall require prior approval of the Audit Committee of WAISL, 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 consolidated turnover, as per the last audited financial statements of the Company.

With effect from April 1, 2023, a related party transaction to which WAISL's subsidiary is a party but WAISL is not a party, shall require prior approval of the Audit Committee of WAISL if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year exceeds ten percent of the annual standalone turnover, as per the last audited financial statements of the subsidiary.

Prior approval of the Audit Committee of WAISL shall not be required for a related party transaction to which WAISL's subsidiary is a party by WAISL is not a party, if regulation 23 and 15(2) of LODR Regulations are applicable to WAISL.

For related party transactions of unlisted subsidiaries of WAISL's subsidiaries, the prior approval of the Audit Committee of WAISL shall suffice.

iii. The Audit Committee may also grant omnibus approval for Related Party Transactions proposed to be entered into by the Company, in line with this Policy, subject to the following conditions:

a. The criteria to be considered by the Audit Committee of Directors for granting omnibus approval includes the following:

i. The Audit Committee shall satisfy itself regarding the need for omnibus approval and ensure that such approval is in the interest of the Company;

ii. The omnibus approval shall be applicable in respect of transactions which are repetitive in nature;

iii. The maximum aggregate value of transactions which can be approved under omnibus route in a year, shall not exceed ten percent of the turnover of the Company for the immediately preceding financial year;

iv. The maximum value per transaction which can be allowed shall not exceed two percent of the turnover of the Company for the immediately preceding financial year;

v. The transactions are proposed to be entered in the ordinary course of business. While assessing a proposal, the Audit Committee may seek justification/documents from the management in order to determine if the transaction is in the ordinary course of business and at arm's length or not.

vi. Audit Committee shall review, at least on a quarterly basis, the details of related party transactions entered into by the company pursuant to each of the omnibus approval given.

vii. Omnibus approval by the Audit Committee shall not be applicable for following transactions, including but not limited to:-

- Granting of Term Loan to a Related Party;
- Sale or purchase of moveable or immovable property;
- Purchase or Sale of shares in a Related Party;
- Selling or disposing of the undertaking of the Company; or
- Any other transaction as the Audit Committee deems necessary, to be falling outside the scope of omnibus approval.

b. Such omnibus approval shall specify:-

(i) the name(s) of the related party, nature and duration of transaction, maximum amount of transactions that can be entered into, in aggregate in a year, maximum value per transaction which is allowed,

(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.

However, where the need for Related Party Transaction cannot be foreseen and aforesaid details are not available, the Audit Committee may grant omnibus approval for such transactions subject to their value not exceeding ₹1 crore per transaction.

c. Such omnibus approvals shall be valid for a period not exceeding one financial year and shall require fresh approval after the expiry of such financial year.

d. In case of any transaction, other than transactions referred to in Section 188 of the Companies Act, 2013 and where Audit Committee does not approve the transaction, it shall make its recommendations to the Board.

iv. All Related Party Transactions, which are proposed to be entered by the Company

(i) other than in ordinary course of business; and / or

(ii) other than on arm's length basis,

shall require prior approval of the Board of Directors of the Company, by means of passing of resolution at a meeting of the Board.

Where any Director is interested in any Related Party Transaction, such Director will abstain from discussion and voting on the resolution relating to such transaction.

v. Prior approval of the shareholders of the Company shall be required in case of :-

a) All material related party transactions and subsequent material modifications; and

b) All other related party transactions, which are not in ordinary course of business and/or not entered on arm's length basis, whose value exceeds the threshold limits as prescribed under provisions of Act read with Rule 15 of the Companies (Meetings of the Board & its Powers) Rules, 2014, as given below through an ordinary resolution:

Sl. No.	Nature of transaction as per Section 188 of the Companies Act, 2013	Threshold limit for seeking approval of shareholders
1.	Sale, purchase or supply of any goods or materials	Ten percent or more of the turnover of the Company
2.	Selling or otherwise disposing of, or buying, property of any kind	Ten percent or more of net worth of the Company
3.	Leasing of property of any kind	Ten percent or more of the turnover of the company
4.	Availing or rendering of any services	Ten percent or more of the turnover of the company.
5.	Appointment of any agent for purchase or sale of goods, materials, services or property.	As per limits prescribed above in point 1, 2 & 4 above.
6.	Such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company;	At a monthly remuneration exceeding ₹2.50 lakh per month.
7.	Underwriting the subscription of any securities or derivatives thereof, of the company.	Exceeding 1% of the Net Worth of the Company.

Explanation:

The threshold limits specified in point no. 1 to 4 shall apply for transaction or transactions to be entered into either individually or taken together with the previous transactions during a financial year.

- Turnover or net worth shall be computed on the basis of the Audited Financial Statements of the preceding Financial Year.
- All material Related Party transactions shall require approval of the shareholders and no related party shall vote to approve such resolutions, irrespective of whether the entity is a party to the particular transaction or not. However, this 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.
- The resolution passed by the Holding Company shall be sufficient for the purpose of entering into the transactions between the wholly owned subsidiary and the holding company.

Exemption:

As per provisions of the LODR Regulations and the Companies Act, 2013 for the time being in force and in line with Notification dated June 5, 2015 issued by Ministry of Corporate Affairs (MCA), the requirement of obtaining prior approval of shareholders shall not be applicable to:

1. Transactions to be entered into between Holding company and its wholly-owned subsidiary(ies) whose accounts are consolidated with such Holding Company and placed before the shareholders at the general meeting for approval,
2. Transactions to be entered into between two wholly owned subsidiaries of listed Holding company whose accounts are consolidated with such Holding Company and placed before the shareholders at the general meeting for approval, and
3. Contracts or arrangements entered with any other Government Company.

VI. INFORMATION TO BE FURNISHED FOR SEEKING PRIOR APPROVAL OF THE AUDIT COMMITTEE, BOARD OF DIRECTORS & SHAREHOLDERS IN RESPECT OF RELATED PARTY TRANSACTIONS

The Agenda of the Audit Committee and Board Meeting seeking approval in respect of Related Party Transaction shall disclose the following:

- (a) Name of the related party and nature of relationship with the listed entity or its subsidiary;
- (b) Nature of concern (financial or otherwise), duration and particulars of the contract or arrangement;
- (c) Type, material terms and particulars of the contract or arrangement including the value, if any;
- (d) Advance paid or received for the contract or arrangement, if any;
- (e) Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;
- (f) Value of the proposed transaction as a percentage of the annual consolidated turnover of WAISL for immediately preceding financial year and for related party transaction involving a subsidiary, such percentage calculated on the basis of annual turnover of subsidiary on a standalone basis;
- (g) If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:
 - i) details of the source of funds in connection with the proposed transaction;
 - ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,
 - nature of indebtedness;
 - cost of funds; and
 - tenure;

- iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security;
- iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.
- (h) Justification as to why the RPT is in the interest of the listed entity;
- (i) A copy of the valuation or other external party report, if any such report has been relied upon;
- (j) Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;
- (k) Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors; and
- (m) Any other information relevant or important for the Audit Committee / Board to take a decision on the proposed transaction.

Where any Director is interested in any contract or arrangement with a Related Party, such Director shall not be present at the meeting during discussions on the subject matter of the resolution relating to such contract or arrangement

Further, Explanatory Statement to be annexed to the notice of a general meeting seeking approval of shareholders shall contain the following particulars viz.:-

- i. Name of the Related Party;
- ii. Name of the Director or Key Managerial Personnel who is related, if any;
- iii. Nature of relationship;
- iv. Nature, material terms, monetary value and particulars of the contract or arrangement; and
- v. A summary of the information provided to the Audit Committee and Board of Directors as specified above;
- vi. Justification for why the proposed transaction is in the interest of the listed entity;
- vii. Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary, the details specified in point (g) above (The requirement of disclosing source of funds and cost of funds shall not be applicable to listed banks/NBFCs);
- viii. A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders;
- ix. Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis; and
- x. Any other information relevant or important for the members to take a decision on the proposed resolution.

VII. RATIFICATION OF TRANSACTIONS WITH RELATED PARTIES WHICH WERE ENTERED WITHOUT APPROVAL OF AUDIT COMMITTEE/ BOARD / SHAREHOLDERS, AS THE CASE MAY BE.

In exceptional circumstances, where it is not feasible to seek prior approval of the Audit Committee, Board of Directors and / or shareholders, as the case may be, in respect of any Related Party Transaction, then it shall be required to be ratified by the Audit Committee, Board of Directors and/or shareholders, as the case may be, within a period of three months of entering into Related Party Transaction.

Further, while submitting proposal for ratification of Related Party Transaction by the Audit Committee / Board / shareholders, the concerned Division shall incorporate adequate

justification for entering into Related Party transaction without seeking prior approvals, in the Agenda note.

In circumstances where:

(i) any transaction involving any amount not exceeding Rupees one crore is entered into by a Director or officer of the Company, without obtaining the approval of the Audit Committee, and/or

(ii) any contract or arrangement is entered without prior approval of the Board or shareholders, as the case may be;

and the same is not ratified by the Audit Committee / Board / shareholders within three months from the date of the transaction or date on which such contract or arrangement was entered into, such transaction shall be voidable at the option of the Audit Committee/Board/shareholders, as the case may be, and if the transaction, contract or arrangement is with the related party of any Director or is authorized by any other Director, the Director(s) concerned shall indemnify the Company against any loss incurred by it.

VIII. DISCLOSURES

1. Every contract or arrangement entered with Related Party with the approval of the Board/shareholders in line with Section 188 of the Companies Act, 2013 required to be referred in the Board's Report (in Form AOC-2 pursuant to provisions of Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014) to the shareholders along with justification for entering into such contracts or arrangements.

2. Details of all material transactions with related parties shall be disclosed quarterly along with the compliance report on Corporate Governance, for onward submission to Stock Exchanges.

3. In terms of LODR Regulations, as amended, with effect from April 1, 2023, the Listed Entity shall on the date of publication of its standalone and consolidated financial results for the half year, submit disclosures of related party transactions on a consolidated basis, in the format specified in the relevant accounting standards for annual results, to the stock exchanges and publish the same on its website.

Further, the said disclosure shall be put up for review by the Audit Committee and Board of Directors on a half yearly basis.

4. This Policy shall be disclosed on the website of the Company and a web link thereto shall be provided in the Annual Report.

5. Any other disclosures as may be required in accordance with the applicable statutory provisions.

IX. POWER TO REVIEW

The Board of Directors shall have the powers to amend/review the Policy at least once every three years.