



STARLINEPS ENTERPRISES LIMITED

POLICY ON RELATED PARTY TRANSACTIONS

[Sub-regulation 1 of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Constituted Date: 20th July, 2016

Last Amendment Date: 12th February, 2026



1. PREAMBLE:

Regulation 23(1) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), requires Listed Entity to formulate a Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions.

Company has constituted "Policy on Related Party Transactions" as on 20th July, 2016. The said Policy is lastly revised and amended as per Regulation 23(1) of the SEBI Listing Regulations by the Audit Committee and approved by the Board at its meeting held on 12th February, 2026.

The Board of Directors ("Board") of the **StarlinePS Enterprises Limited** ("Company"), has adopted the following policy and procedures with regard to Related Party Transactions as defined below. The amendment to this Policy has been adopted by the Board of Directors of the Company based on recommendations of the Audit Committee and shall be effective immediately. The Audit Committee would review and amend the Policy, at-least once every three years, subject to the approval of the Board.

This policy is to regulate transactions between the Company and its Related Parties based on the applicable laws and regulations applicable on the Company.

The Code has been framed and adopted by the Company in compliance with the provisions of SEBI Listing Regulations and such other Rules/Regulations, as may be notified by the Government/ SEBI from time to time and the Companies Act, 2013 ("Act") and the Companies (Meetings of Board and its Powers) Rules, 2014 ("Rules"), as amended from time to time.

Any references to statutory provisions shall be construed as references to those provisions as amended or re-enacted or as their application is modified by other statutory provisions (whether before or after the date hereof) from time to time and shall include any provisions of which they are re-enactments (whether with or without modification).

2. OBJECTIVE:

The objective of this Policy is to set out (a) the basis of identifying related parties of the Company as well as related party transactions, (b) the materiality thresholds for related party transactions and (c) the manner of entering into transactions between the Company and its related parties based on the Act read with the SEBI Listing Regulations and any other laws and regulations as may be applicable to the Company.

This policy intends to comply with the requirements of Regulation 23 of the SEBI Listing Regulations to ensure proper approval and reporting of dealings with Related Parties and shall also be governed by the Act read with Rules made thereunder, as may be amended from time to time.

3. DEFINITIONS:

- a) "**Act**" means the Companies Act, 2013 including the rules, schedules, clarifications and guidelines issued by the Ministry of Corporate Affairs from time to time.
- b) "**Arms' 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.
- c) "**Associate Company**" shall mean a Company as defined under section 2(6) of the Act and as defined by Accounting Standard (AS) 23, "Accounting for Investments in Associates in Consolidated Financial Statements" and by Accounting Standard (AS) 18, "Related party disclosures".
- d) "**Audit Committee**" shall mean the Audit Committee of the Board of Directors constituted in accordance with under Section 177 of the Act and Regulations 18 of the SEBI Listing Regulations.
- e) "**Board of Directors or Board**" in relation to a Company means the Collective Body of the Directors



of the StarlinePS Enterprises Limited.

- f) **“Company”** means StarlinePS Enterprises Limited.
- g) **“Control”** shall have the same meaning as defined in SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- h) **“ISN”** means Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions”, as notified by SEBI vide its circular dated June 26, 2025 including any modification(s) / amendment(s) / re-enactment(s) thereof.
- i) **“Key Managerial Personnel or KMP”** shall have the meaning as defined under Regulation 2(1)(o) of the SEBI Listing Regulations read with Section 2(51) of the Act, each as amended from time to time and includes any person so authorized and designated by the Board of Directors of the Company as KMP in compliance with the provisions of Regulations 2(1)(o) and 6 of the SEBI Listing Regulations and Section 2(51) read with Section 203 of the Act.
- j) **“Material modification”** in terms of SEBI Listing Regulations means any modification(s) in the pricing, quantity or overall transaction value having a variance of 20% or more, in the relevant previously approved related party transaction.
- k) **“Material Related Party Transaction”** in terms of SEBI 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 thresholds specified in Schedule XII of the SEBI Listing Regulations which is provided below:

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.

In case of transaction involving payment to a Related Party for brand usage or royalty, it will be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed 5% percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

- l) **“Ordinary course of business”** means the usual transactions, customs and practices undertaken by the Company to conduct its business operations and activities and includes all such activities which the Company can undertake as per its Memorandum & Articles of Association. The Board and Audit Committee may lay down the principles for determining ordinary course of business in accordance with the statutory requirements and other industry practices and guidelines;
- m) **“Related Party”** means a related party as defined under section 2(76) of the Act or under the applicable accounting standards and Regulation 2(1)(zb) of the SEBI Listing Regulations.
- n) **“Related Party Transaction”** shall have the same meaning as defined under Section 188 of the Act and in Regulation 2(1)(zc) of the SEBI Listing Regulations, including all amendments and modifications thereof from time to time.



- o) **“Relatives”** with reference to any person means persons as defined in Section 2(77) of the Act and rules prescribed thereunder.
- p) **“Rules”** means Companies (Meetings of Board and its Powers) Rules, 2014 including any modifications or amendments thereof.

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

Any other words, terms and expressions used and not defined herein shall have the same meaning as defined in the Act, the SEBI Listing Regulations or any other applicable law or regulation, each as amended.

POLICY ON RELATED PARTY TRANSACTIONS:

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

All the Related Party Transactions proposed to be entered into shall require prior approval of the Audit Committee including the transactions to be entered in the ordinary course of business. The Audit Committee shall accordingly recommend the Related Party Transaction for the approval of Board of Directors/ Shareholders as per the terms of this policy.

4. CONTRACTS OR ARRANGEMENTS NOT IN THE ORDINARY COURSE OF BUSINESS OR AT ARM'S LENGTH BASIS:

Contracts or arrangements approved which are not in the ordinary course of business or at arm's length shall be disclosed in the Board's Report along with justification for entering into such contract or arrangement.

In the event such contract or arrangement is not in the ordinary course of business or at arm's length, the company shall comply with the provisions of the Act and the Rules framed thereunder and obtain approval of the Board or its shareholders, as applicable, for such contract or arrangement.

5. MATERIAL RELATED PARTY TRANSACTIONS:

All material related party transactions will be placed for the approval of the shareholders of the Company and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

Transactions with wholly owned subsidiary(ies), whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval, are exempt from approval of shareholders.

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 of the Company as per the last audited financial statements of the Company.

6. IDENTIFICATION OF RELATED PARTY:

Each director and Key Managerial Personal ("**KMP**") is responsible for providing notice to the Board or Audit Committee regarding persons and entities to be considered as "Related Party" by virtue of his/her being Director/KMP in the entity or holding certain shareholding percentage. Such notice shall be provided to the Company at the time of appointment and also at the time of first board meeting in every financial year and whenever there is any change in the disclosures already made.



7. IDENTIFICATION OF POTENTIAL RELATED PARTY TRANSACTION:

Each Director and Key Managerial Personnel is responsible for providing notice to the Board or Audit Committee of any potential Related Party Transaction involving him/her or his/her relative, including any additional information about the transaction that the Board or Audit Committee may request. The Board shall record the Disclosure of Interest and the Audit Committee will determine whether the transaction does, in fact, constitute a Related Party Transaction requiring compliance with this policy.

The Company strongly prefers to receive such notice of any potential Related Party Transaction well in advance so that the Audit Committee has adequate time to obtain and review information about the proposed transaction. The Company will identify potential transactions with Related Parties based on written notices of concern or interests received from its Directors / Key Managerial Personnel / Promoters as well as based on the list of related parties of the Subsidiary Companies, in the manner prescribed in Act and the rules thereunder and SEBI Listing Regulations, as amended from time to time.

8. PROCEDURE FOR APPROVAL OF RELATED PARTY TRANSACTION:

- **Prior approval of Audit Committee**

All Related Party Transactions which are identified as Related Party Transactions and subsequent modifications thereof shall require prior approval of Audit Committee.

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

The Company shall, while placing any proposed Related Party Transaction before the Committee for review and approval, provide the information in the format specified in the ISN and such other information as may be called for by the Audit Committee:

The ISN shall not be applicable to:

- a) Transactions exempted under Regulation 23(5) of the SEBI Listing Regulations; and
- b) Quarterly review of Related Party Transactions by the Audit Committee in terms of Regulation 23(3)(d) of SEBI Listing Regulations.
- c) Transaction(s) with a related party to be entered into individually or taken together with previous transactions during a financial year (including which are approved by way of ratification) do not exceed rupees one crore.

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

The Audit Committee shall review, at least on a quarterly basis, the aggregated value and other details of Related Party Transactions entered into by the Company or its subsidiary pursuant to the omnibus approval given.

The omnibus approval shall be valid for a period of one year from the date of approval. Where the need for related party transaction(s) cannot be foreseen and specific details are not available, audit committee may grant omnibus approval for such transaction(s), subject to value of such transactions not exceeding rupees one crore per transaction.

Prior approval of the Audit committee shall be required for:

- a) All Related Party Transactions and subsequent Material Modifications as defined by the Audit Committee;



- b) Related Party Transactions above rupees 1 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, if the value of such transaction, exceeds the lower of the following:
- (i) 10% of the annual standalone turnover of the subsidiary as per the last audited financial statements of the subsidiary; or
 - (ii) the threshold for Material Related Party Transaction of the Company as specified in Schedule XII of SEBI Listing Regulations.

If such subsidiary does not have audited financial statements for a period of at least one year, if the value of such transaction exceeds the lower of the following:

- (i) 10% of the aggregate value of paid-up share capital and securities premium account of the subsidiary; or
- (ii) the threshold for Material Related Party Transactions of the Company as specified in Schedule XII of SEBI Listing Regulations.

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.

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

Notwithstanding anything to the contrary in this Policy, 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 one crore;
- (ii) the transaction is not material in terms of the provisions of Regulation 23(1) of the SEBI Listing Regulations;
- (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 Regulation 23(9) of the SEBI Listing Regulations;
- (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 party related to any director, key managerial personnel and promoters, or is authorised by any other director, key managerial personnel and promoters, the concerned director, key managerial personnel and promoters shall indemnify the Company against any loss incurred by it.

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.

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

Any member of the Audit 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.



To review proposed Related Party Transactions placed before the Committee for approval along with the information in the format specified in the ISN.

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

• **Prior approval of Board of Directors 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 Related Party 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 in section 188 of the Act as amended from time to time 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 Act and/or the SEBI 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.

Prior approval of shareholders of the 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 15(2) of SEBI Listing Regulations are applicable to such listed subsidiary.

The aforesaid requirements 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.

Omnibus approval granted by the shareholders for material related party transactions in an annual general meeting shall be valid till the date of the next annual general meeting held within the timelines prescribed under Section 96 of the Act or rules, notifications, or circulars issued thereunder from time to time. In case of omnibus approvals for material related party transactions, granted by shareholders in general meetings other than annual general meeting, the validity of such omnibus approvals shall not exceed one year from the date of such approval.

Related Party 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 audit committee, board or shareholders.

Provided further that the provisions pertaining to:

- Prior approval of the Audit Committee for all Related Party Transactions;
- Omnibus approval for Related Party Transactions; and
- Prior approval of audit committee, board or 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.

9. TRANSACTIONS WHICH DO NOT REQUIRE APPROVAL:



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 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 its directors or its employees, without establishing a business relationship and at the terms which are uniformly applicable/offered to all employees and directors.
- d) 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 provided that the same is not material in terms of provisions of Regulation 23(1) of the SEBI Listing Regulations.

10. RELATED PARTY TRANSACTIONS NOT APPROVED UNDER THIS POLICY:

In the event, the Company becomes aware of a Transaction with a Related Party that has not been approved under this Policy prior to its consummation; the matter shall be reviewed by the Audit Committee. The Audit Committee shall consider all of the relevant facts and circumstances regarding the Related Party Transaction, and shall evaluate all options available to the Company, including ratification, revision or termination of the Related Party Transaction. The Committee shall also examine the facts and circumstances pertaining to the failure of reporting such Related Party Transaction to the Committee under this Policy and failure of the internal control systems, and shall take any such action it deems appropriate.

11. DISCLOSURE OF RELATED PARTY TRANSACTIONS AND POLICY:

The Company shall submit information related to Related Party Transactions to the stock exchanges every six months, in the format specified by the SEBI Listing Regulations, simultaneously with the publication of financials and also publish the same on its website.

The Company shall disclose, in the Board's report, transactions prescribed in Section 188(1) of the Act with related parties, which are not in ordinary course of business or not at arm's length basis along with the justification for entering into such transaction.

Provided that the remuneration and sitting fees paid by the listed entity 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 SEBI Listing Regulations.

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

Related Party Transactions shall be disclosed in Annual Report, as per applicable provisions of Act and SEBI Listing Regulations.



Furthermore, disclosures on materially significant related party transactions that may have potential conflict with the interests of Company at large shall be made in the Annual Report. Such further disclosure of the related party transactions shall be made as may be prescribed by the Act or the SEBI Listing Regulations or any other regulatory authority or statute from time to time in such format as may be prescribed.

12. LIMITATION AND AMENDMENT

This policy is framed based on the provisions of Act, and rules thereunder and the requirements of the SEBI Listing Regulations.

In case of any subsequent changes in the provisions of Act and SEBI Listing Regulations or any other regulations (“the Regulations”) which makes any of the provisions in the policy inconsistent with the Regulations, the provisions of such Act and 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. Any subsequent amendment / modification / clarification(s), circular(s) etc in the Listing Regulations, Act and/or applicable laws in this regard shall automatically apply to this Policy.

The Policy shall be reviewed by the Audit Committee as and when any changes are to be incorporated in the policy due to changes 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. Provided that this Policy shall be reviewed by the Board at least once every three years and updated accordingly.

This Policy will be communicated to all operational employees and other concerned persons of the Company.

The approved Policy shall be uploaded under a separate section on the website of the Company.
