



Policy for Related Party Transactions for “Worth Peripherals Limited”

INTRODUCTION

This policy is framed with the objective of ensuring compliance with the provisions pertaining to Related Party Transactions (“RPT”) with the Companies Act 2013 (“the Act”) and SEBI (LODR) Regulations, 2015, (“Listing Regulations”). No Related-Party Transaction may be entered into by the Company, or any of its Subsidiary(ies) or Associates, except in accordance with the provisions of this Policy, or as may be required by any law for the time being in force.

DEFINITIONS

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

“Related Party” – For the purpose of Related Party Transactions policy of the Company (“policy”), A person or entity that is related to the Company as defined under the provisions of section 2(76) of the Act and under the regulation 2 of SEBI (LODR) Regulations, 2015.

“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 per cent of total share capital, or of business decisions under an agreement.

“Related-Party Transaction” - any transaction involving transfer of resources, services or obligations between the Company and a Related Party, regardless of whether a price is charged.

“Material Related Party Transaction” in terms of the Listing regulations means a transaction to be entered into with a Related Party, individually or taken together with previous transactions during a financial year:

- a. In case of transactions involving payments made with respect to brand usage or royalty, if it exceeds 5% of the annual consolidated turnover of the Company as per its last audited financial statements;
- b. In case of any other transaction(s), 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 I.

“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 this Related Party Transaction Policy.

“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.



**RULES FOR DETERMINING MATERIALITY OF RELATED PARTY TRANSACTIONS
IN ACCORDANCE WITH THE ACT**

Pursuant to Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, except with the prior approval of the Company by a Resolution, the Company shall not enter into a transaction or transactions, if the Related Party Transactions are not in Ordinary Course of Business or not at an Arm's Length and exceeds the prescribed criteria as given below.

Category of Transactions	Material Related-Party Transactions - Companies Act, 2013
Sale, purchase or supply of any goods or materials	10% of turnover or more of the Company
Selling or otherwise disposing of, or buying, property of any kind;	10% of net-worth or more of the Company
Leasing of property of any kind;	10% of turnover or more of the Company
Availing or rendering of any services;	10% of turnover or more of the Company
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 Rs 2.5 lakh in the Company or its Subsidiary or Associate Company
Underwriting the subscription of any securities or derivatives thereof, of the company	1% of net worth of the Company

PROCEDURE FOR APPROVAL FOR RELATED PARTY TRANSACTIONS

1. Identification of Related Party Transactions

- ✓ The Company shall identify Related Parties (including those of its subsidiaries), as per the requirement of Companies Act, 2013 and the Listing Regulations and keep the related party list updated from time to time;
- ✓ Every Director, Key Managerial Personnel (KMPs) and Promoter, shall at the beginning of the financial year provide information by way of written notice to the Company, regarding their 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 the Act and the Listing Regulations. Directors, KMPs and Promoters are also required to provide the information regarding their engagement with other entity during the financial year which may be regarded as related party as per the Act and the Listing Regulations. Every Director, KMP and Promoter shall also be required to immediately intimate (within not more than 7 days) to the Company Secretary, any change (addition or deletion) to previously provided disclosure of concern or interest in any entity or list of relatives.
- ✓ The Company will identify potential transactions with Related Parties based on written notices of concern or interests received from its Directors / Key Managerial Personnel in the manner prescribed in the Companies Act, 2013 and the rules thereunder.
- ✓ The proposed transactions shall be placed before the Audit Committee for its prior approval.



2. REVIEW AND APPROVAL BY THE COMMITTEE

- ✓ Every Related Party Transaction and subsequent Material Modifications shall be subject to the prior approval of the Audit Committee.

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

- ✓ 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 the Act and the Listing Regulations as amended from time to time.
 - ✓ The Company shall place following information / documents before the Committee for its consideration of request for omnibus approval of Related Party Transactions:
 - the name(s) of the related party, nature of transaction, period of transaction, maximum amount for which the transactions are proposed to be entered into;
 - the indicative base price / current contracted price and the formula for variation in the price if any; and;
 - 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 one crore per transaction.
 - ✓ Prior approval of the Audit committee shall be required for
 - All RPTs and subsequent Material Modifications;
 - 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 if the value of such transaction, exceeds the lower of the following:
 - (i) ten percent 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 transactions of the Company as specified in Schedule I.
 - In the event of 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 and such subsidiary does not have audited financial statements for a period of at least one year, prior approval of the audit committee of the Company shall be obtained if the value of such transaction exceeds the lower of the following:
 - (i) ten percent 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 I.
- 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.]
- 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 sub-regulation (2) of regulation 15 of these regulations are applicable to such listed subsidiary.



Explanation: For related party transactions of unlisted subsidiaries of a listed subsidiary as referred above, the prior approval of the audit committee of the listed subsidiary shall suffice.

- ✓ 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:
 - 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;
 - the transaction is not material in terms of the provisions of Regulation 23(1) of the Listing regulations;
 - rationale for inability to seek prior approval for the transaction shall be placed before the Audit Committee at the time of seeking ratification;
 - the details of ratification shall be disclosed along with the disclosures of related party transactions in terms of the Regulation 23(9) of the Listing regulations;
 - 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 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 a Related Party Transaction, the Committee shall be provided with the necessary information as prescribed under the Act or the Listing regulations, from time to time, to the extent relevant, with respect to actual or potential Related Party Transactions.
- ✓ The Audit Committee shall recommend the Related Party Transactions for approval of Board of Directors / Shareholders as per terms of this Policy.

3. Approval of Board of Directors

- ✓ The Related Party Transactions:
 - Which are not in the ordinary course of business or
 - Which are in the ordinary course of business but are not Arm's Length transactions

shall require prior approval of the Board.

Provided further that Board can only approve transaction which do not breach the limit as defined under Companies Act, 2013 or Listing Regulations.



- ✓ Where any Director is interested in any Related Party Transactions, such Director shall abstain from discussion and voting on the subject matter of the resolution relating to such transaction.
- ✓ All the Material Related Party Transactions shall be considered and approved by the Board of Directors before placing them before the Shareholders for their approval except for those transactions that do not require approval under Section 177 and 188 of the Companies Act 2013 and as Specified under Regulation 23 (5) of the Listing Regulations.

4. Approval of Shareholders

- ✓ All the Related Party Transactions:
 - Which exceed the limit as prescribed under Section 188 of the Act read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, or
 - The limit prescribed under Regulation 23 of the Listing Regulations ,shall be placed for Shareholders' approval by way of resolution;
- ✓ Any shareholder which is a Related Party in the context of the proposed Related Party Transaction shall abstain from voting on such resolution in terms of the provisions of the Act.

5. Disclosure

- ✓ The particulars of contracts or arrangement with related parties referred in section 188(1) of the Companies Act 2013 should be disclosed in the Directors Report in the prescribed format. The Company shall disclose the policy on dealing with Related Party Transactions on its website and a web link thereto shall be provided in the Annual Report.

6. Amendment to the Policy

- ✓ The Audit Committee shall review on an annual or periodic basis this Policy and advise changes if any required from time to time in line with the latest law and considering the nature of related party transactions to be entered into by the Company. Any change to this Policy requires approval of the Board of Directors.

7. Governing Law and Regulatory Override

- ✓ It is further noted that this Policy has been prepared in accordance with Section 188 of the Companies Act, 2013 read with the Rules made thereunder and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with the objective of monitoring Related Party Transactions in compliance with applicable laws and regulations. In the event of any inconsistency, omission, or inadequacy in this Policy, the relevant provisions of the Companies Act, 2013, the Listing Regulations, and other applicable laws and regulations shall prevail and shall be deemed to be incorporated herein.

Note: The above said policy was updated and approved by the Board of Directors at their meeting held on January 29, 2026.



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 the following:

Consolidated Turnover of Listed Entity Threshold	Threshold
(I) Up to ₹20,000 Crore	10% of the annual consolidated turnover of the entity
(II) More than ₹20,000 Crore to upto ₹40,000 Crore	₹2,000 Crore + 5% of the annual consolidated turnover of the entity above ₹20,000 Crore
(III) More than ₹40,000 Crore	₹3,000 Crore + 2.5% of the annual consolidated turnover of the entity 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 the listed entity shall be determined based on the last audited financial statements of the listed entity.

Illustration for Calculation:

Illustration 1.	
If the annual consolidated turnover of the entity is ₹30,000 Crore	₹2,000 Crore + 5% of the remaining ₹10,000 Crore = ₹2,500 Crore.
Illustration 2.	
If the annual consolidated turnover of the entity is ₹50,000 Crore	₹3,000 Crore + 2.5% of the remaining ₹10,000 Crore = ₹3,250 Crore.
Illustration 3.	
If the annual consolidated turnover of the entity is ₹1,50,000 Crore	₹3,000 Crore + 2.5% of the remaining ₹1,10,000 Crore = ₹5,750 Crore. However, threshold for material related party transaction would be ₹5,000 Crore as it is lower than ₹5,750 Crore.
