

# **Bombay Oxygen Investments Limited**

## **Policy on Related Party Transactions**

### **1. Introduction**

Sub-regulation (1) of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, requires a listed entity to formulate a policy on materiality of related party transactions and on dealing with related party transactions.

The Board of Directors (the "Board") of Bombay Oxygen Investments Limited (the "Company") has adopted the following policy and procedures with regard to Related Party Transactions ("RPTs"). The Audit Committee may from time to time review and recommend amendments to this Policy to the Board, in line with amendments to the Companies Act, 2013, SEBI (LODR) Regulations and applicable SEBI circulars.

This Policy is framed to ensure proper identification, review, approval, reporting and disclosure of Related Party Transactions, including material modifications thereto, in accordance with applicable laws.

### **2. Policy Objective**

The objective of this Policy is to ensure proper approval, monitoring and reporting of transactions between the Company and its Related Parties, while safeguarding the interest of the Company and its shareholders.

This Policy also aims to manage potential or actual conflicts of interest that may arise on account of Related Party Transactions.

### **3. Definitions**

"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.

"Audit Committee" or "Committee" means the committee constituted by the Board under Regulation 18 of SEBI (LODR) Regulations, 2015 and Section 177 of the Companies Act, 2013.

"Board" means the Board of Directors of the Company.

"Company" means Bombay Oxygen Investments Limited.

"Control" shall have the same meaning as assigned under the Companies Act, 2013 and SEBI (SAST) Regulations, 2011.

"Key Managerial Personnel" shall have the meaning ascribed under Section 2(51) of the Companies Act, 2013.

"Compliance Officer" means the Company Secretary of the Company.

"Material Related Party Transaction" means a transaction with a Related Party, where the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds the threshold specified under Schedule XII of SEBI (LODR) Regulations.

For the purpose of this Policy, the threshold for materiality shall be 10% of the annual consolidated turnover of the Company as per the last audited financial statements.

Provided that any amendment to the materiality thresholds under applicable law shall be deemed to be incorporated in this Policy without further approval.

A transaction involving payments to a related party with respect to brand usage or royalty shall be considered material if it exceeds 5% of the annual consolidated turnover.

"Material Modification" means any modification to a Related Party Transaction which results in: (a) change in value exceeding 20% of the originally approved transaction; or (b) the transaction no longer being at arm's length; or (c) novation of the transaction to another related party, except pursuant to statutory requirements.

"Related Party", in relation to the Company, shall refer to an entity which is:

- (i) a related party under Section 2(76) of the Companies Act, 2013; or
- (ii) a related party under Regulation 2(1)(zb) of SEBI (LODR) Regulations; or
- (iii) a related party as per Indian Accounting Standard (Ind AS) 24.

Provided that any person or entity belonging to the promoter or promoter group of the Company and holding 20% or more of shareholding in the Company shall be deemed to be a related party.

"Related Party Transaction" means transfer of resources, services or obligations between the Company and a Related Party, 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, as defined under Section 188 of the Companies Act, 2013 and Regulation 2(1)(zc) of SEBI (LODR) Regulations.

"Relative" shall have the meaning assigned under Section 2(77) of the Companies Act, 2013.

#### **4. Policy**

##### **4.1 Identification of potential Related Party Transactions:**

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 or her or his or her Relative, including any additional information about the transaction that the Board/Audit Committee may reasonably request. The Board/ Audit Committee would determine whether the transaction does, in fact, constitute a Related Party Transaction requiring compliance with this policy.

##### **4.2 Restrictions related to Related Party Transactions:**

All Related Party Transactions shall require prior approval of Audit Committee. However, the Audit Committee may grant omnibus approval for Related Party Transactions proposed to be entered into by the company subject to the following conditions:

- a. The Audit Committee may lay down the criteria for granting the omnibus approval in line with this policy and such approval shall be applicable in respect of transactions which are repetitive in nature.
- b. The Audit Committee shall satisfy itself regarding the need for such omnibus approval and that such approval is in the interest of the company;
- c. Such omnibus approval shall specify:
  - i. the name/s of the related party, nature of 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.

- d. 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 approvals given.
- e. Such omnibus approvals shall be valid for a period not exceeding one year and shall require fresh approvals after the expiry of one year.

Further, all Material Related Party Transactions shall require approval of the shareholders through resolution and no Related Party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not, except in case of 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.

Nothing contained in this Paragraph 4.2 shall apply to transactions entered into between the Company and its wholly owned subsidiary/ies (if any at relevant time) whose accounts are consolidated with the Company and such consolidated accounts are placed before the shareholders of the Company at the general meeting for approval (such transaction are hereinafter referred to as "Exempted Transactions").

#### 4.3 Review and Approval Mechanism for Related Party Transactions

##### 4.3.1 Audit Committee Approval

All Related Party Transactions including Material Related Party Transactions but excluding Exempted Transactions, and Material Modifications thereto shall require prior approval of the Audit Committee, in a meeting or by way of circular resolution.

Only Independent Directors who are members of the Audit Committee shall approve Related Party Transactions.

All information as prescribed under applicable SEBI circulars on industry standards for RPT approvals shall be placed before the Audit Committee.

##### 4.3.2 Omnibus Approval

The Audit Committee may grant omnibus approval for repetitive Related Party Transactions, subject to conditions prescribed under Regulation 23 of SEBI (LODR) Regulations.

Omnibus approval shall specify the maximum transaction value (aggregate and per transaction), nature and period of the transaction, pricing mechanism and disclosure requirements.

Omnibus approvals for Related Party Transactions shall be governed by Clause 4.2 of this Policy and Regulation 23 of the SEBI (LODR) Regulations.

#### 4.3.3 Board Approval

All Material Related Party Transactions and Material Modifications thereto, as recommended by the Audit Committee, shall require approval of the Board.

#### 4.3.4 Shareholder Approval

All Material Related Party Transactions and Material Modifications shall require prior approval of shareholders by way of resolution, and no Related Party shall vote to approve such resolution, irrespective of whether such party is involved in the transaction or not.

Exemption relating to resolution plan approved under Insolvency and Bankruptcy Code shall continue to apply.

### **5. Exempted Transactions**

The following transactions shall be exempt from approval requirements:

- (a) Transactions between the Company and its wholly owned subsidiary whose accounts are consolidated, if any;
- (b) Transactions between wholly owned subsidiaries;
- (c) Statutory payments to Government authorities;
- (d) Corporate actions uniformly applicable to all shareholders;
- (e) Remuneration and sitting fees, subject to materiality thresholds.

## **6. Ratification of Related Party Transactions**

In the event the Company becomes aware of a Related Party Transaction with a Related Party that has not been approved under this Policy, the matter shall be reviewed by the Audit Committee. The 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 Audit Committee may ratify Related Party Transactions within three months of the transaction, provided such transaction is not material and does not exceed ₹1 crore in a financial year, whether individually or cumulatively.

In connection with any review of a Related Party Transaction, the Committee has authority to modify or waive any procedural requirements of this Policy.

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

## **7. Disclosure and Reporting**

The Company shall disclose Related Party Transactions to stock exchanges in accordance with regulation 23(9) of SEBI (LODR) Regulations on a half-yearly basis and publish the same on its website [www.bomoxy.com](http://www.bomoxy.com) and a web link thereto would be disclosed in the Annual Report of the Company.

Such disclosures shall be made in the format prescribed under the SEBI Industry Standards for Related Party Transactions, as amended from time to time.

## **8. Amendment**

The Board shall have authority to amend this Policy to align with changes in applicable laws and regulations.

Amended on 13<sup>th</sup> February, 2026