



# **GALAXY CLOUD KITCHENS LIMITED**

**[CIN: L47110MH1981PLC024988]**

## **POLICY ON RELATED PARTY TRANSACTIONS**

**Revised effective February 13, 2025**



### **The Policy**

Galaxy Cloud Kitchens Limited may engage with Related Parties and the Related Party Transactions may be carried out in accordance with the applicable provisions of the Regulations (defined below) *inter alia* to leverage scale, size and drive operational synergies to provide value added, innovative products to its consumers and/or overall business interest of the Company at consolidated/group level while ensuring that transactions with Related Parties are fully compliant with applicable Regulations.

### **Objective of the Policy**

The Board of Directors (“Board”) of Galaxy Cloud Kitchens Limited (“Galaxy” or the “Company”), after considering the recommendation of the Audit Committee, adopted the original Policy and associated procedures on Related Party Transactions in accordance with the Companies Act, 2013 and the rules made thereunder (as amended from time to time) [“Act”], as well as the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) (“SEBI LODR”). In view of subsequent amendments to SEBI LODR, the Board reviewed and approved the first revision of the Policy, and has amended it from time to time as required.. Thereafter, in view of further amendments and/or as a periodic review of the Policy, the Board has revised the Policy from time to time with this latest revision effective from February 13, 2025.

### **Definitions and Applicability**

**“Audit Committee”** shall mean the Audit Committee constituted by the Board of the Company from time to time, in accordance with the provisions of the Act and SEBI LODR.

**“Arms’ length transaction”** means a transaction between Related Parties that is conducted as if they were unrelated, so that there is no conflict of interest.

**“Board of Directors”** or **“Board”** shall mean the collective body of the Directors of the Company as constituted from time to time, in line with the provisions of the Act and SEBI LODR.

**“Key Managerial Personnel”** / **“KMP”** in relation to the Company shall be as defined under Section 2(51) of the Act, as amended from time to time.

**“Nomination & Remuneration Committee”** shall mean the Nomination & Remuneration Committee constituted by the Board of the Company from time to time, in accordance with the provisions of the Act and SEBI LODR.

The term ‘Related Party’, ‘Related Party Transactions’ and ‘Relative’ shall have the meaning as defined and provided under the Regulations, which currently is defined under the following section / regulation from this Policy perspective:

‘Related Party’ shall have the meaning as defined under section 2 (76) of the Act and regulation 2 (zb) of the SEBI LODR.

‘Related Party Transactions’ shall have the meaning as defined / provided under the Act and regulation 2 (zc) of the SEBI LODR.

‘Relative’ shall have the meaning as defined under section 2 (77) of the Act and regulation 2 (zd) of the SEBI LODR.

‘Regulations’ shall mean the Act and SEBI LODR.

The term ‘Material modification’ shall mean any modification to an existing Related Party Transaction(s) having variance of 15% or more of the existing limit as approved by the Audit Committee / the Board / Shareholders, as the case may be.

Provided that the aforesaid variance shall not be applicable for any downward variance in the aggregate value of the transaction.

All other capitalized terms used in this Policy document but not defined herein shall have the meaning ascribed to such terms in the Act and the SEBI LODR.

This revised Policy shall be applicable to all Related Party Transactions entered into on or after February 13, 2025. The Audit Committee of the Company shall review all the Related Party transactions as a matter of good governance and agree on corrective steps, if required, to ensure that the transactions entered are in the ordinary course of business and are on an arm's length basis, subject to the provisions of the Regulations.

### **Dealing with Related Party Transactions**

Related Party Transactions are prohibited, unless approved or ratified by the Audit Committee and / or the Board of Directors of the Company (“Board”) in accordance with this Policy, as may be required under the applicable Regulations or unless exempted under the applicable Regulations. In dealing with Related Party Transactions, the Company shall follow the approach, as laid below:

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

All Related Party Transactions for which approval is required under the Regulations, must be brought to the notice of the Audit Committee of the Company.

Any employee of the Company who is aware of any transaction that is or may be perceived to be a Related Party Transaction for which approval / noting is required under the applicable Regulations, is required to bring the same to the attention of the Audit Committee of the Company through Company Secretary.

All Directors, Members of the Management Committee and Key Managerial Personnel (KMPs) / concerned Senior Management Personnel are responsible for informing the Company of their interest (including interest of their Relatives) in other companies, body corporates, firms, entities, or concerns at the beginning of every financial year and any change in such interest during the financial year. In addition, all Directors and KMP are responsible for providing notice to the Board either directly or through the Company Secretary pertaining to any potential Related Party Transaction involving him/her as Director, Member or otherwise or his or her Relative, including any additional information about the transaction that the Audit Committee may request. The Board shall record the disclosure of interest and the Audit Committee will determine whether the Related Party Transaction is in the ordinary course of business and on an arm's length basis.

Such notice of any potential Related Party Transaction with all the details shall be given well in advance so that the Company Secretary has adequate time to obtain and review information about the proposed transaction and if required under the applicable Regulations, to refer it to the Audit Committee, for its perusal and review.

#### **Review and Approval of Related Party Transactions**

Related Party Transactions are prohibited, unless approved or ratified by the members of Audit Committee of the Company who are Independent Directors or as may be required under the applicable Regulations, in accordance with this Policy, except the Related Party Transaction(s) which are exempted from the approval of the Audit Committee / Board under the Regulations.

Unless otherwise stated in this Policy or the Regulations, all Related Party Transactions and any of its subsequent Material Modification shall require prior approval of the Audit Committee of the Company. All Related Party Transactions must be reported to the Company Secretary who shall submit the same for review, approval or ratification by the Audit Committee, except the Related Party Transaction(s), if any, which are exempted from the approval of the Audit Committee under the Regulations.

Subject to the applicable provisions of the Regulations, the Audit Committee shall consider, review and accordingly may grant omnibus approval to Related Party Transactions as per the conditions, limits and parameters as may specified under the applicable provisions of the Regulations for grant of such omnibus approvals and subject to the condition that such Related Party Transactions are:

- Repetitive in nature; and
- Entered in the ordinary course of business and are at Arm's Length. The expression Arm's Length has the meaning ascribed to it under Section 188 of the Act. If any of the transaction(s) is expected to be not on an arm's length basis, the same shall also be referred to the Board for approval.

Such omnibus approval may be granted to the Related Party Transactions which, in addition to meeting the above criteria, also satisfy the following considerations:

- The transaction in question is necessary to be executed as it is in the business interest of the Company;
- The requisite information is presented to the Audit Committee's satisfaction, to confirm that the transaction is at arm's length and in ordinary course of business; If any of such transaction(s) is expected to be not on an arm's length basis, the same shall also be referred to the Board for approval.

- Such omnibus approval shall specify (i) the names of the Related Party, nature of transaction, period of transaction, maximum amount of transaction that can be entered into, (ii) the indicative value and the formula for variation in the value, 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, the Audit Committee may grant omnibus approval for such transactions subject to their value not exceeding Rupees One Crore per transaction.

Such Omnibus approval shall be valid for a period not exceeding one year and shall require fresh approval upon the expiry of one year.

The Audit Committee shall on quarterly basis review the details of the Related Party Transactions entered into pursuant to the Omnibus approval.

In an unforeseen event where a Related Party Transaction, for which Omnibus approval has not been given by the Audit Committee, needs to be entered due to business exigencies between two Audit Committee meetings, the Audit Committee may, if permissible under the Regulations, approve such Related Party Transaction by passing a resolution by circulation, after satisfying itself that such transaction is in the interest of the Company and subject to the provisions of this Policy.

Ratification, if any, of a Related Party Transaction after its commencement or completion will be approved by the Audit Committee in exceptional circumstances only or after satisfying itself that (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 sub-regulation the 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) such transaction is in the interest of the Company and any other condition as may be specified by the Audit Committee at the time of ratification or subject to such conditions as may be specified under the Regulations.

A Related Party Transaction entered into without prior approval of the Audit Committee shall not be deemed to violate this Policy, or be invalid or unenforceable, so long as the transaction is brought to the Audit Committee for ratification 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 conditions specified under the Regulations and such transaction is ratified. 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, as may be required under the Regulations.

If and to the extent required under the applicable provisions of the Act or the SEBI LODR, in case any member of the Audit Committee/the Board has interest in any Related Party Transaction, such Audit Committee member/the Board member shall recuse him or herself and/or shall not be present during the discussion and abstain from voting on the approval or ratification of such Related Party Transaction. Such member may, however, participate with respect to other Related Party Transactions placed for approval or ratification of the Audit Committee/the Board.

All Related Party Transactions that are not in the ordinary course of business or not on arm's length basis shall be referred to the Board of Directors for their approval, except otherwise required under the Regulations.

**Related Party Transactions that shall not require Approval (unless otherwise required by the Act or SEBI LODR)**

Transactions or arrangements which *inter alia* are specifically dealt under the separate provisions of the laws or executed under separate approvals / procedures shall not be covered under this Policy, subject to compliance of the Regulations, such as:

- Any appointment and remuneration of Directors and KMPs that has been approved by the Nomination and Remuneration Committee of the Company or the Board;
- Transactions that have been approved by the Board under the specific provisions of the Act, e.g. inter-corporate deposits, borrowings, investments with or in wholly owned subsidiaries;
- Payment of Dividend;
- Transactions involving corporate restructuring, such as buy-back of shares, capital reduction, merger, demerger, hive-off, approved by the Board and carried out in accordance with the specific provisions of the Act or SEBI LODR;
- Stock Options granted under the Company's Employee Stock Options Scheme or any other similar scheme ("ESOP Scheme") by the Nomination & Remuneration Committee or by the Board, and the Shares allotted upon Exercise of such Stock Options by the Board or any Committee thereof.
- Contribution to Corporate Social Responsibility (CSR), subject to approval of CSR Committee and within the overall limits approved by the Board of Directors of the Company.
- Any other transaction(s) as may be exempted under SEBI LODR / the Act.

**Material Related Party Transactions**

The term "Material Related Party Transaction" means a Related Party Transaction which individually or taken together with previous transactions during the accounting year, exceeds threshold limit as stated hereinafter or such limits as may be prescribed either in the Act or the SEBI LODR, as amended from time to time, whichever is stricter.

A transaction with a Related Party shall be considered Material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year exceed the following thresholds (either individually or collectively):

- a) In case of Brand Usage or Royalty, if the transaction value exceeds 5 (five) percent (or such other percentage / limit prescribed under the Regulations) of the Annual Consolidated Turnover as per the last audited financial statements of the Company.
- b) In case of any other Related Party Transaction, if the transaction value exceeds Rs. 1000 crore or 10 (ten) percent (or such other percentage / limit prescribed under the Regulations) of the Annual Consolidated Turnover of the Company as per the last audited financial statements of the Company, whichever is lower.
- c) Thresholds if any, prescribed under the Section 188 of the Act read with Rules there under.

Unless otherwise exempted under the provisions of the Regulations, any Material Related Party Transaction(s) and subsequent Material Modifications shall also be placed for prior approval of Shareholders of the Company and no Related Party, as a Shareholder, shall vote to approve such resolutions pertaining to the Material Related Party Transactions, irrespective of whether the entity is a party to the particular transaction or not, unless otherwise specified /permissible under the Regulations.

**Disclosure(s) unless otherwise required under the Regulations**

Details of all Material Related Parties Transactions shall be disclosed, on quarterly basis, along with the compliance report on corporate governance, to the Stock Exchanges (where the Securities of the Company are listed), to the extent required and specified under SEBI LODR.

The Company shall submit within the prescribed timelines, disclosures of Related Party Transactions, in the format as may be prescribed under SEBI LODR to the Stock Exchanges and publish the same on the Company's website (if required under the applicable Regulations). The said disclosures shall be made to the Stock Exchanges where the shares of the Company are listed as may be required under the provisions (as amended) of SEBI LODR, from time to time. In case of any amendment in SEBI LODR, the submissions & timelines stands amended / deleted to that extent, from the effective date as may be notified by SEBI in this regard.

The Company shall disclose the Policy on dealing with Related Party Transactions on its website and provide web link in the Annual Report as may be required under the applicable Regulations. In addition to the disclosures required under the applicable Accounting standards, Related Party Transactions that are not at arm's length basis and Material Related Party Transactions that are at arm's length or such other transactions as may be statutorily required under the applicable Regulations, shall be disclosed in the Annual Report of the Company.

### **Amendments to the Policy**

The Audit Committee of the Company shall review and may amend this Policy from time to time or as may be otherwise prescribed under the Regulations, subject to the approval of the Board of Directors of the Company. Any or all provisions of this Policy shall be subject to the applicable provisions of the Regulations and/or other relevant circulars/notifications as may be issued by relevant statutory/regulatory authorities, from time to time. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, are not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s), etc. shall prevail upon the provisions hereunder and this Policy shall be deemed amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s), etc.

\*\*\*\*\*