

ENNATURE BIO PHARMA LIMITED
(CIN: U24290UR2021PLC013005)

RELATED PARTY TRANSACTIONS POLICY

[Pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Preamble

The Company is committed to uphold the highest ethical and legal conduct in fulfilling its responsibilities and recognizes that Related Party Transactions can present a risk of actual or apparent conflicts of interest of the Directors, Senior Management etc. with the interest of the Company.

The Board of Directors (the “Board”) of Ennature Bio Pharma Limited (the “Company” or “EBL”), has adopted the Related Party Transactions Policy (the “Policy”) with regard to identification of related parties and review, approval and conduct of transactions entered into with the Related Party in compliance with the requirements of the Companies Act, 2013 and Rules made thereunder and any subsequent amendments thereto (the “Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”) and any subsequent amendments thereto and applicable accounting standards, in order to ensure the transparency and procedural fairness of such transactions.

Objective

This Policy is intended to ensure the proper approval and reporting of transactions as applicable, between the Company and any of its Related Party in the best interest of the Company and its Stakeholders and to set out the materiality thresholds for Related Party Transactions.

Provisions of this Policy are designed to govern the transparency of approval process and disclosures requirements to ensure fairness in the conduct of Related Party Transactions, in terms of the applicable laws. This Policy shall supplement the Company’s other policies in force that may be applicable to or involve transactions with related parties. Further, the Board may review and amend this Policy from time to time as may be required based on the recommendations of the Audit Committee as constituted by the Board of the Directors of the Company (“the Audit Committee”).

The Audit Committee shall review, approve and ratify Related Party Transactions based on this Policy in terms of the requirements under the provisions of the Act, the SEBI Listing Regulations and applicable Accounting Standards.

Any exceptions to the Policy on Related Party Transactions must be consistent with the Act and the Rules promulgated thereunder, the SEBI Listing Regulations and applicable accounting standards and must be approved in the manner as may be

decided by the Board.

Definitions & Interpretations

I. Definitions

- 1) “Act” means Companies Act, 2013 read with Rules, Notifications and Circulars issued thereunder, as amended from time to time.
- 2) “Board” means the Board of Directors of the Company.
- 3) “Related Party” shall have the meaning as defined in Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations and applicable accounting standards, as may be amended from time to time.
- 4) “Relative” or “Relatives” with reference to a Director or KMP of the Company mean persons as defined in Section 2(77) of the Act and rules prescribed thereunder.
- 5) “Related Party Transaction” shall have the meaning as defined under Regulation 2(1)(zc) of the SEBI Listing Regulations as a transaction involving transfer of resources, services or obligations between:
 - (i) the Company or any of its subsidiaries on one hand and a Related Party of the Company or any of its subsidiaries on the other hand; or
 - (ii) the Company 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 Company 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, and shall, inter alia, include the following –

- 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;

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 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) 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 SEBI.
 - d) acceptance of current account deposits and saving account deposits by banks in compliance with the directions issued by the Reserve Bank of India or any other central bank in the relevant jurisdiction from time to time.
 - e) retail purchases from the Company or its subsidiary by the directors or KMP of the Company or its subsidiary, and Relatives of such directors or KMP, without establishing a business relationship and at the terms which are uniformly applicable/offered to all employees, directors, KMP and Relatives of directors or KMP.
- 6) “Material Related Party Transaction” means a transaction with a Related Party 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 XII of SEBI Listing Regulations.

Further, 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.

- 7) “Material Modification(s)” means:
- (i) In relation to a Related Party Transaction: Any modification(s) in the

- existing approved Related Party Transaction(s) resulting into a financial impact of more than 25% in the existing monetary limits as approved by the Audit Committee/Board, as the case may be.
- (ii) In relation to a Material Related Party Transaction: Any modification(s) in the existing approved Material Related Party Transaction(s) resulting into a financial impact of more than 25% in the existing monetary limits as approved by the Shareholders.
- 8) “Transactions on arm’s length basis” means a transaction between two related parties that is conducted as if they were unrelated, so that there is no conflict of interest.
- 9) “Key Managerial Personnel” or “KMP” means:
- (i) the Chief Executive Officer or the Managing Director or the Manager;
 - (ii) the Company Secretary;
 - (iii) the Whole-time Director;
 - (iv) the Chief Financial Officer
 - (v) such other officer, not more than one level below the directors who is in whole- time employment, designated as key managerial personnel by the Board; and
 - (vi) such other officer as may be prescribed
- 10) “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:

- (i) “significant influence” means control of at least twenty percent of total voting power, or control of or participation in business decisions under an agreement.
- (ii) "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.

II. Interpretations

In this document, unless the contrary intention appears:

- a. The singular includes the plural and vice versa;
- b. Any word or expression importing the masculine, feminine or neuter genders only, shall be taken to include all three genders;
- c. Terms that have not been defined in this Code shall have the same meaning assigned to them in the Act, SEBI Listing Regulations and/or any other SEBI Regulation(s) as amended from time to time.

Transactions Covered by this Policy

Transactions covered by this Policy include any contract or arrangement with a Related Party with respect to transactions defined hereunder as “Related Party Transaction”.

Provided that any transactions entered into by the Company with a Related Party in its ordinary course of business and at arm’s length basis shall not require any approval of the Board except prior approval of the Audit Committee or ratification thereof, as per the applicable provisions. However, the Material Related Party Transactions and subsequent Material Modification(s) shall be approved by the Audit Committee/ Board /Shareholders, as the case may be, in terms of the provisions of the SEBI Listing Regulations and other applicable laws.

Details required for ascertaining Related party

The following details shall be required:

1. Declaration/Disclosure of interest by all the Directors and KMP in form MBP-1 or such other forms as may be prescribed from time to time.
2. Declaration of Relatives by all Directors and KMP.
3. Declaration about a firm in which a Director/ Manager or his Relative is a partner.
4. Declaration about a private Company in which a Director or Manager or his Relative is a member or director.
5. Declaration regarding a public company in which a Director or manager is a Director and holds along with the Relatives more than 2% of its paid- up share capital.
6. Notices from Directors of any change in particulars of Directorship or in other positions during the year.
7. Details of 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 of the Company.
8. Details of any person on whose advice, directions or instructions a director or manager is accustomed to act:

Provided that nothing in point no. 7 & 8 shall apply to the advice, directions or instructions given in a professional capacity.

9. Details of any Company which is

(a) a holding, subsidiary or an associate company of the Company; or

(b) a subsidiary of a holding company to which it is also a subsidiary.

Details from Serial No. 1 to 8 shall be provided at the beginning of every year and whenever there is any change in the disclosure(s) so made.

Identification of Potential Related Party Transactions

The Responsible Person (Company Secretary/ Chief Financial Officer) shall at all times maintain a database of Company's Related Parties containing the names of individuals and Companies, firms etc. identified on the basis of the definition set forth in Definition Clause 3 & 4 above, along with their personal/company details including any revisions therein.

The Related Party List shall be updated whenever necessary and shall be reviewed at least once a year, as on 1st April every year.

RESPONSIBLE PERSON shall collate the information, coordinate and send the Related Party List to the concerned employees which may include CMD, CEO, Business Heads, Branch Heads, the Finance & Accounts Department and Statutory Auditors and who he believes might be in the position to conduct or know of the possible conduct of Related Party Transactions.

Functional/Departmental heads shall submit to the CFO and Company Secretary, the details of proposed transaction and subsequent Material Modification(s) with details/draft contract/ draft agreement or other supporting documents justifying that the transactions are at arms' length basis and in an ordinary course of business at prevailing market rate. Based on this note, Company Secretary will take it up for necessary approvals from the Audit Committee/Board /Shareholders, as the case may be, and convey back the decision to the originator.

For the purpose of implementing the provisions under this Policy, the Audit Committee/Board /Shareholders of the Company, shall receive timely, full and sufficient information about the Transactions covered under this Policy.

In determining, whether to approve or not a Related Party Transaction, the Board will take into account, among other factors, recommendations of the Audit Committee, whether the said Transaction is in the interest of the Company and its stakeholders and there is no actual or potential conflict of interests between the related parties.

PROCEDURE FOR APPROVAL OF RELATED PARTY TRANSACTION

Approval of the Audit Committee

- (1) All Related Party Transactions and subsequent Material Modification(s) shall require prior approval of the Audit Committee of the Company. Also, any modification(s) other than Material Modification(s) of the existing Related Party Transaction(s) shall require approval of the Audit Committee of the Company.
- (2) 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, shall require prior approval of the Audit Committee of the Company if the value of such transaction, exceeds the lower of the following:
 - i. 10 (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 XII of SEBI Listing Regulations.
- (3) 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. 10 (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 XII of SEBI Listing Regulations.

- (4) Further, prior approval of the Audit Committee of the Company shall not be required for a Related Party Transaction to which the Company's listed subsidiary is a party but the Company is not a party, if Regulation 23 and sub-regulation (2) of Regulation 15 of the SEBI Listing Regulations are applicable to such listed subsidiary.

For Related Party Transaction of unlisted subsidiaries of Company's listed subsidiary, the prior approval of the Audit Committee of the listed subsidiary shall suffice.

- (5) Further, prior approval of the Audit Committee of the Company shall not be required for payment of remuneration and sitting fees by the Company or its subsidiary to its director, KMP or senior management personnel, except who is part of promoter or promoter group, provided that the same is not material in terms of the provisions of SEBI Listing Regulations.

- (6) While seeking approval of the Audit Committee, the Company would place/provide the information for review of the Audit Committee as required under SEBI Listing Regulations, the Act and other applicable notifications, circulars etc., issued from time to time including amendments thereof.

- (7) Also, the Company may obtain omnibus approval from the Audit Committee for Related Party Transactions proposed to be entered into by the Company or its subsidiary, subject to compliances with the following conditions:

- a. The Audit Committee shall, after obtaining approval of the Board, specify the criteria for granting the omnibus approval in line with the Policy and such approval shall include the following namely:

- i. Maximum value of the transaction, in aggregate, which can be allowed under the omnibus route in a year;
- ii. The maximum value per transaction which can be allowed;
- iii. Extent and manner of disclosures to be made to the Audit Committee at the time of seeking omnibus approval
- iv. Review, at such intervals as the Audit Committee may deem fit, Related Party Transaction entered into by the Company pursuant to each omnibus approval made;
- v. Transactions which cannot be subject to the omnibus approval by the Audit Committee

- b. The Audit Committee shall consider the following factors while specifying the criteria for making omnibus approval, namely:-

- i. repetitiveness of the transactions (in past or in future);
 - ii. justification for the need of omnibus approval
- c. The Audit Committee shall satisfy itself regarding the need for such omnibus approval for transactions of repetitive nature and that such approval is in the interest of the Company;
- d. The omnibus approval shall provide details of (i) the name/s of the Related Party, nature of transaction, period of transaction, maximum aggregated value of the particular type of transaction that can be entered into, (ii) basis of arriving at 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 Transactions 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 1 crore per transaction.
- e. The Audit Committee shall review, at least on a quarterly basis, the aggregated value and other details of Related Party Transactions transacted into by the Company or its Subsidiary pursuant to each of the omnibus approval given;
- f. Such omnibus approval shall be valid for a period not exceeding one financial year and shall require fresh approval after expiry of such financial year.
- g. Omnibus approval shall not be made for transactions in respect of selling or disposing of the undertaking of the Company.
- h. Any other conditions as the Audit Committee may deem fit.

Threshold Limits:

- i. Pursuant to the SEBI Listing Regulations, the threshold limits for RPTs for granting omnibus approval for each financial year shall be as under that may be revised by the Board from time to time: -

j.

S. No.	Criteria	Amount (Rs. in Crores)
1.	Maximum value of transactions, in aggregate which can be approved under omnibus approval route for a financial year*	

*to be decided

- (8) Any member of the Audit Committee who has a potential conflict of interest in any Related Party Transaction shall abstain from discussion and voting on the subject matter of the resolution relating to such Transaction.
- (9) Only those members of the Audit Committee, who are Independent Directors shall approve the Related Party Transactions.
- (10) The Audit Committee shall also review the status of long-term (more than one year) or recurring RPTs on an annual basis.

Approval of the Board of Directors of the Company

As per the provisions of Section 188 of the Act, all transactions specified under the said Section and which are not in the ordinary course of business or not at arm's length basis, shall be placed before the Board for its approval.

All the Material Related Party Transactions and subsequent Material Modification(s) shall be considered and approved by the Board before placing them before shareholders for their approval except for those transactions that do not require approval under Section 177 and 188 of the Act and are transactions entered into between the Company and its wholly-owned subsidiary or 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.

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 Transaction.

Approval of the Shareholders of the Company

All the transactions with related parties exceeding the materiality thresholds prescribed under the Act and/or SEBI Listing Regulations and Material Related Party Transactions and subsequent Material Modification(s) shall require prior approval of the Shareholders and no Related Party shall vote to approve such transactions, whether the entity is a Related Party to the particular transaction or not.

In addition to the above, all transactions, other than Material Related Party Transactions and subsequent Material Modification(s), specified under Section 188 of the Act which (a) are not at Arm's Length or not in the ordinary course of

business; and (b) exceed the thresholds laid down in Companies (Meetings of Board and its Powers) Rules, 2014, shall also be placed before the shareholders for their approval and Shareholder of the Company who is a Related Party with reference to the contract or arrangement for which the said resolution is being passed shall abstain from voting on such resolutions in terms of the provisions of the Act.

Prior approval of the shareholders of the Company shall not be required for a Related Party Transaction to which the listed subsidiary of the Company is a party but the Company is not a party and Regulation 23 and sub-regulation (2) of Regulation 15 of the SEBI Listing Regulations are applicable to such listed subsidiary.

For Related Party Transaction of unlisted subsidiaries of a listed subsidiary as referred above, prior approval of the shareholders of the listed subsidiary shall suffice.

While seeking approval of the Shareholders, the Company would place/provide the information in the explanatory statement as required under SEBI Listing Regulations, the Act and other applicable, notifications, circulars, etc. issued from time to time including amendments thereof.

The requirement of shareholders' approval shall not be applicable for transactions entered into between the Company and its wholly-owned subsidiary and also 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.

In the case of a wholly owned subsidiary, the Resolution passed by the Holding Company shall be sufficient for the purpose of entering into the transactions between wholly owned Subsidiary and Holding Company within the limits approved by the Shareholders.

Validity of omnibus approval by Shareholders

Prior omnibus approval granted by the Shareholders for Material Related Party Transactions in an Annual General Meeting ("AGM") shall be valid till the date of the next AGM held within the timelines prescribed under the Act.

Prior omnibus approvals for Material Related Party Transactions, granted by Shareholders in General Meetings other than AGM, the validity of such omnibus approvals shall not exceed one year from the date of such approval.

Related Party Transactions not Previously Approved

In the event the Company becomes aware of a transaction with a Related Party that has not been approved in accordance with this Policy, the members of the Audit Committee, who are Independent Directors, may ratify such 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;
- (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 provisions of 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 Related Party to any director, or is authorised by any other director, the director(s) concerned shall indemnify the Company against any loss incurred by it.

In any case, where the Audit Committee/Board determines not to ratify a Related Party Transaction that has been commenced without approval, the Audit Committee/Board, as appropriate, may direct additional actions including, but not limited to, discontinuation of the transaction or seeking the approval of the shareholders, payment of compensation by the defaulting person to the Related Party or the Company as the case may be, etc. The Audit Committee/Board shall also examine the facts and circumstances pertaining to the failure of reporting such Related Party Transaction under this Policy and failure of the internal control systems, and shall take any such action it deems appropriate in terms of the provisions of Section 188 of the Act, SEBI Listing Regulations and other applicable laws.

Exemptions

Nothing contained in this Policy shall apply to any contract or arrangement—

- (i) in the ordinary course of its business and at arms' length price.
- (ii) Contract with a public company in which Relative of a director/manager is only a director/member.

Disclosures -

1. Details of all Material Related Party Transactions are to be disclosed quarterly along with the compliance report on corporate governance.
2. The Company shall disclose the details of the Related Party Transactions as required to be disclosed under the provisions of the Act and the Material Related Party Transactions in the Board's Report to the shareholders along with the justification for entering into such contract or arrangement.
3. The Corporate Governance Report forming part of Annual Report of the Company shall include the disclosure by the Company and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount.
4. The Company shall disclose this Policy relating to Related Party Transactions on its website and a weblink thereto shall be provided in the Company's Annual Report.
5. The Company shall keep one or more registers giving separately the particulars of all contracts or arrangements with any Related Party.
6. The Company shall make disclosures, of its related party transactions to Regulatory Authorities including Stock Exchanges, as per the timelines as may be advised by them from time to time. The Company shall also upload the disclosures on its website as per the applicable requirements.

Administration and Review of the Policy

In any circumstance where the provisions of this Policy differ from any existing or newly enacted law, rule, regulation or standard governing the Company, the relevant law, rule, regulation or standard will take precedence over this Policy until such time as this Policy is changed to conform to the said law, rule, regulation or standard.

The Board, upon recommendation of the Audit Committee, shall review and amend this Policy, at such intervals as the Audit Committee/Board deems appropriate. Any clarification on this Policy may be addressed to the Company Secretary of the Company.

This Policy was adopted on 8th September, 2026.