

RELIANCE INDUSTRIES HOLDING PRIVATE LIMITED
POLICY ON DEALING WITH RELATED PARTY TRANSACTIONS

**Reliance Industries Holding Private Limited
Policy on dealing with Related Party Transactions**

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1. Introduction

Reliance Industries Holding Private Limited ('the Company/ RIHPL') is registered with Reserve Bank of India as a Core Investment Company ('CIC') in the category of NBFC (CIC) to be regulated under the provisions of **Master Direction - Core Investment Companies (Reserve Bank) Directions, 2016** as amended from time to time. The Company, being a CIC, is required to invest in and lend to only its group companies. The investments and loans in any form to the companies in the group will be governed by the provisions of RBI (CIC) Directions read with the provisions of the Companies Act, 2013 as amended from time to time.

The Board of Directors of has approved the policy on dealing with Related Party Transactions at its meeting held on January 6, 2023.

This policy will be effective from January 6, 2023.

2. Objective

To create documented guidelines for regulating transactions of the Company with its related parties to ensure the following:

- a. Transactions are approved as per the policy.
- b. Nature of agreement / Basis of transactions are well established and evidenced.
- c. Appropriate disclosure of all transactions as applicable.

3. Terms and References

3.1. Related Party

"Related Party" means a party as defined under Section 2(76) of the Companies Act, 2013 and applicable accounting standards, as amended from time to time.

3.2. Related Party Transaction

"Related Party Transaction" means transaction with a Related Party.

All other terms and references used but not defined herein shall have the same meaning as is assigned to them under the Companies Act, 2013 and rules, regulations, notifications and circulars issued thereunder.

4. Policy

All Related Party Transaction(s) shall be entered on arms' length basis. In exceptional circumstances, where permitted by law, Related Party Transaction(s) of the Company may deviate from the principle of arm's length, after obtaining approval from Audit Committee and the Board of Directors, as the case may be.

All Related Party Transaction(s) of the Company shall be in compliance with the provisions of the Companies Act, 2013 and the applicable rules and regulations prescribed by RBI from time to time.

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All domestic related party contracts / arrangements shall, wherever applicable, comply with Domestic Transfer Pricing Requirement under section 92BA of the Income Tax Act, 1961 including certification from independent accountants under the Transfer Pricing Regulations.

All international related party contracts / arrangements shall comply with International Transfer Pricing Requirement under section 92B of the Income Tax Act, 1961 including certification from independent accountants under the Transfer Pricing Regulations.

5. Approval

All Related Party Transaction(s) of the Company and subsequent modifications thereto, shall require prior approval of the Audit Committee or the Board of Directors or the Shareholders of the Company, as required under the Companies Act, 2013, as amended from time to time.

6. Review

This Policy will be reviewed as and when required but at least once in year.