



Olympia Industries Limited

POLICY ON RELATED PARTY TRANSACTIONS

1) INTRODUCTION

Olympia Industries Limited (“Company”) is governed, amongst others, by the Companies Act, 2013 and the rules framed thereunder, as amended (“Act”), and regulations framed by Securities and Exchange Board of India (“SEBI”). The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”) has mandated every listed company to formulate a policy on materiality of Related Party Transactions and on dealing with Related Party Transactions (“Policy”). Accordingly, the Company has formulated this Policy. This Policy regulates all transactions between the Company and its Related Parties.

2) DEFINITIONS:

- “**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.
- “**Material Related Party Transaction(s)**” means a Transaction with Related Party, individually or taken together with previous transactions during a financial year, exceeds the thresholds specified in Schedule XII of Listing Regulations as amended from time to time.

Notwithstanding the above, a transaction involving payments made to a related party for brand usage or royalty, will 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.

Schedule XII of the Listing Regulations is as below:

| Consolidated Turnover of Listed Entity threshold | Threshold |
|---|---|
| 1) Up to 20,000 crore | 10% of the annual consolidated turnover of the Company |
| 2) More than ₹20,000 Crore to up to ₹40,000 Crore | Rs. 2,000 Crore + 5% of the annual consolidated turnover of the Company above ₹20,000 Crore |
| 3) More than ₹40,000 Crore | Rs. 3,000 Crore + 2.5% of the annual consolidated turnover of the Company above Rs. 40,000 Crore or Rs. 5000 Crore, whichever is lower. |

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- **“Material Modification(s)”** shall mean any subsequent change to the existing related party transaction exceeding 50% of the existing limit as approved by the Audit Committee / Board / Shareholders as the case may be.
 - **“Ordinary Course of Business”** means the normal transactions, customs and practices undertaken by the Company to conduct its business operations and activities and includes all such activities which the Company can undertake as per Memorandum and Articles of Association.
 - **“Related Party”** means a related party as defined under Section 2(76) of the Act or rules made thereunder and under Regulation 2(1) (zb) of the Listing Regulations, as amended from time to time;
 - **“Related Party Transactions” or “RPTs”** shall mean such Transactions as specified under Section 188 of the Act or rules made thereunder and under Regulation 2(1)(zc) of the Listing Regulations, as amended from time to time.
 - **“Relative”** means a relative as defined under the Act and under Regulation 2(1)(zd) of Listing Regulations, as amended from time to time.
 - **“Subsidiary” or Subsidiaries”** means subsidiary(ies) of the Company as defined under Section 2(87) of the Act, as amended from time to time.
 - **“Industry Standards”** shall mean the Industry Standards on “Minimum information to be provided for Review of the Audit Committee and Shareholders for Approval of Related Party Transaction (RPT)” as notified by SEBI vide its circular dated June 26, 2025, October 13, 2025, as amended from time to time.

All capitalized terms used in this Policy but not defined herein shall have the meaning assigned to such term in the Act and the Listing Regulations, as amended from time to time.

3) IDENTIFICATION OF RELATED PARTY & RELATED PARTY TRANSACTION

i. Every director and key managerial personnel (KMP) of the Company and its subsidiaries/ Joint venture shall,

a. at the time of appointment;

b. periodically – as required by the Company or applicable laws.

c. whenever there is any change in the information already submitted,

provide requisite information about his / her Relatives and all firms, companies, body corporates, or other association of individuals, in which such promoter, director or KMP is interested, whether directly or indirectly, to the Company or the subsidiary/ Joint

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venture (as the case may be). Every such promoter, director and KMP shall also provide any additional information about the transaction that the Board / Audit Committee may reasonably request.

ii. Every Director and Key Managerial Personnel of the company shall be responsible for providing notice to the Audit committee/Board, of any potential Related Party involving him, his relative including any additional information about the transaction that the Audit Committee/Board may request. The Audit Committee will determine whether the transaction is in compliance with this policy.

4) REVIEW AND APPROVAL OF RELATED PARTY TRANSACTIONS

4.1) Approval of Audit Committee

- i. All Related Party Transactions, and subsequent material modifications to the transaction shall require prior approval of the Audit Committee of the Company. Provided that only those members of the audit committee, who are independent directors, shall approve related party transactions.

Remuneration and sitting fees paid by the Company or its subsidiary to its director, key Managerial personnel or senior management, except who is part of promoter or promoter group, shall not require approval of the audit committee provided that the same is not material in terms of the listing regulations and also as defined in this policy.

However, as per the provisions of Section 177 of the Companies Act, 2013, approval of Audit Committee is required for all transactions of the company with related party.

- ii. 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:
 - a) 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;
 - b) the transaction is not material in terms of the provisions of sub-regulation (1) of this regulation;
 - c) rationale for inability to seek prior approval for the transaction shall be placed before the audit committee at the time of seeking ratification;
 - d) the details of ratification shall be disclosed along with the disclosures of related party transactions in terms of the provisions of sub-regulation (9) of this regulation;
 - e) any other condition as specified by the audit committee



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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.

iii. Omnibus Approval

As per Regulation 23 of SEBI LODR Regulations, Section 177 and rule 6A of Companies (Meetings of Board and its Powers) Rules, 2014 and any other applicable rules or regulations as amended from time to time, The Audit Committee may, in the best interests of the Company and to ensure smooth operations, grant approval for Related Party Transactions, proposed to be entered into by the Company which are repetitive in nature and which are routine and incidental to the general operations of the Company.

The Audit Committee may make omnibus approval for related party transactions proposed to be entered into by the company subject to the following:

1. Approval Criteria: The criteria for making the overall approval shall include the following, namely:
 - a) maximum value of the transactions, in aggregate, which can be allowed under the overall route in a year;
 - b) the maximum value per transaction which can be allowed;
 - c) extent and manner of disclosures to be made to the Audit Committee at the time of seeking overall approval;
 - d) review, at such intervals as the Audit Committee may deem fit, related party transaction entered into by the company pursuant to each of overall approval made;
 - e) transactions which cannot be subject to the overall approval by the Audit Committee.
2. The Audit Committee shall consider the following factors while specifying the criteria for making omnibus approval, namely: -
 - a) Repetitiveness of the transactions (in past and in future)
 - b) Justification for the need of omnibus approval.
3. The Audit Committee shall satisfy itself on the need for omnibus approval for transactions of repetitive nature and that such approval is in the interest of the Company.
4. The omnibus approval shall specify:
 - a) name of the related parties;



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- b) nature and duration of the transaction;
- c) maximum amount of transaction that can be entered into;
- d) the indicative base price or current contracted price and the formula for variation in the price, if any; and
- e) any other information relevant or important for the Audit Committee to take a decision on the proposed transaction:

Provided that where the need for related party transaction cannot be foreseen and aforesaid details are not available, the Audit Committee may make overall approval for such transactions subject to their value not exceeding rupees one crore per transaction.

5. Overall approval shall be valid for a period not exceeding one financial year and shall require fresh approval after the expiry of such financial year.
6. Overall approval shall not be made for transactions in respect of selling or disposing of the undertaking of the company.
7. Any other conditions as the Audit Committee may deem fit.
8. 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 approval given.

iv. Information to be reviewed by the Audit Committee for approval of RPTs:

To review/approve a Related Party Transaction, the Audit Committee shall be provided with the necessary information, including Minimum Information to be placed before the Audit Committee as required under the Industry Standards to the extent relevant, with respect to actual or potential Related Party Transactions and/or prescribed under the Companies Act, 2013 and Rules thereunder, Listing Regulations and/or circular(s) issued by SEBI or any other regulatory authority in this respect.

4.2) Approval of Board of Directors

All Related Party Transactions that are:

- not in the ordinary course of business, or
- in the ordinary course of business but not at arms' length or
- neither in the ordinary course of business nor at arms' length

shall require the prior approval of the Board of Directors at a Meeting of the Board.

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Where any contract or arrangement, which is not on arm's length basis and in the ordinary course of business, is entered into by a director or any other employee, without obtaining the consent of the Board or shareholders of the Company as per the provisions of Section 188 (1) of the Companies Act, 2013 and if it is not ratified by the Board or, as the case may be, by the shareholders within three months from the date on which such contract or arrangement was entered into, such contract or arrangement shall be voidable at the option of the Board or, as the case may be, of the shareholders and if the contract or arrangement 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.

4.3) Approval of Shareholders

- i. All material related party transactions and subsequent material modifications as defined by the audit committee under sub-regulation (2) shall require prior 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.
- ii. Transactions with Related Parties (as defined under the Companies Act, 2013) covered within the scope of Section 188 of the Act, which are not in the ordinary courses of business and/ or not on arm's length basis and exceeds the threshold under Section 188 of the Act read with Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, shall be placed before the shareholders for approval.
- iii. The omnibus approval granted by the shareholders for material related party transactions in an annual general meeting shall be valid till the date of the next annual general meeting held within the timelines prescribed under Section 96 of the Companies Act, 2013 or rules, notifications, or circulars issued thereunder from time to time.

Provided that in case of omnibus approvals for material related party transactions, granted by shareholders in general meetings other than annual general meeting, the validity of such omnibus approvals shall not exceed one year from the date of such approval.

- iv. No related party shall vote to approve such resolutions irrespective of whether the entity is a related party to the particular transaction or not.
- v. The following information shall be provided to the shareholders while seeking their approval for RPTs:
 - a) The Company shall provide the information as may be specified by SEBI from time to time, including the minimum information pursuant to the

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Industry Standards, to the shareholders in the notice/ explanatory statement for approval of the proposed RPT and

- b) As per Rule 15(3) of the Companies (Meetings of Board and its Powers) The explanatory statement to be annexed to the notice of general meeting convened pursuant to section 101 shall contain the following particulars, namely:-
- name of the related party;
 - name of the director or key managerial personnel who is related, if any;
 - nature of relationship;
 - nature, material terms, monetary value and particulars of the contract or arrangements;
 - any other information relevant or important for the members to take a decision on the proposed resolution.
- c) Any other relevant information or such information as may be prescribed under SEBI LODR and Companies Act, 2013 and applicable rules and regulations as amended from time to time.

5) Related Party Transactions not approved under this policy

In the event company becomes aware of a related party transaction that has not been approved or ratified under this policy, the transaction shall be placed as promptly as practicable before the Audit Committee or Board or the Shareholders as may be required in accordance with this policy for review and ratification.

The Audit Committee or Board or the Shareholders shall consider all relevant facts and circumstances regarding such transaction and shall evaluate all options available to the company, including but not limited to ratification, revision or termination of such transaction, and the company shall take such action as the committee may deem appropriate under the circumstances.

6) REVIEW OF THE POLICY

The adequacy of this Policy shall be reviewed and reassessed by the Board periodically and at least once in every three years to update the policy based on the changes that may be brought about due to any regulatory amendments or otherwise. In the event of any conflict between the provisions of this Policy and of the Act or Regulation or any other statutory enactments, rules, the provisions of such Act or Regulation or statutory enactments & rules shall prevail over this Policy. Any subsequent amendment/modification in the Regulation, Act and/or applicable laws in this regard shall automatically apply to this Policy.

7) DISCLOSURES

Particulars of RPTs shall be disclosed in such manner as may be prescribed under the Listing Regulations and/or the Act (including rules made thereunder), from time to time.

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This Policy shall be disclosed on the Company's website <https://eolympia.com/>

8) AMENDMENTS IN LAW

Any subsequent amendment/modification in the Listing Regulations and/or other applicable laws in this regard shall automatically apply to this Policy.

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