



POLICY ON MATERIALITY OF RELATED PARTY TRANSACTIONS AND DEALING WITH RELATED PARTY TRANSACTIONS

Pentacle Consultants (I) Limited
(formerly known as Pentacle Consultants (I) Private Limited)

PENTACLE CONSULTANTS (I) LIMITED

(Formerly Known as PENTACLE CONSULTANTS (I) PRIVATE LIMITED)

REGISTERED OFFICE: Unit No A-1709, 17th Floor, One Lodha Place, Senapati Bapat Marg,
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CIN: U71100MH2006PLC165384 | GST No. 27AAECP0426G1ZP



PURPOSE AND OBJECTIVES

1. Purpose

The corporate governance norms under Section 188 of the Companies Act, 2013, and the rules framed thereunder, as amended (“**Companies Act**”), and Regulation 23 of the SEBI Listing Regulations require companies to have enhanced transparency and due process for approval of the related party transactions.

Accordingly, the Company has framed this Policy with the intent to ensure the proper approval and reporting of related party transactions, including Material Related Party Transactions (as defined below) and on dealing with transactions with Related Parties (as defined below).

2. Objectives

- (a) Regulation 23 of the SEBI Listing Regulations requires the Company to formulate a policy on materiality of related party transactions and also on dealing with related party transactions including clear threshold limits duly approved by the Board.
- (b) Accordingly, the Board of Directors has adopted this Policy in accordance with the provisions of Sections 177 and 188 and other applicable provisions of the Companies Act, 2013, the rules made thereunder, Regulation 23 and other applicable provisions of the SEBI Listing Regulations, and the circulars, notifications, clarifications and guidance issued by the SEBI from time to time.

This Policy sets out the manner of identification, review, approval, ratification and disclosure of Related Party Transactions and prescribes the governance framework for ensuring compliance with applicable laws and regulations. The Policy also incorporates the minimum information and supporting documents required to be placed before the Audit Committee for consideration of Related Party Transactions, including the information prescribed under the SEBI Listing Regulations and SEBI circulars, as amended from time to time.

The Audit Committee shall review this Policy periodically, and at least once every year, and recommend any modifications or amendments to the Board of Directors for its approval. The Board shall review this Policy at least once every three years or at such earlier intervals as may be required pursuant to amendments in applicable laws, regulations or regulatory guidance. Minimum information required is of different types.

- (c) The SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 issued on July 11, 2023, for compliance with the provisions of the SEBI Listing Regulations by listed entities, as updated on January 30, 2026 (“**Master Circular**”), which consolidates the operative circulars including Chapter III-B which states “Disclosures and other obligations of listed entities in relation to Related Party Transactions”. SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 on “Industry Standards on ‘Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions’”, which:
 - (i) Recognises the RPT Industry Standards formulated by the Industry Standards Forum (ISF) for minimum information to be provided to the Audit Committee and shareholders for approval of RPTs; and
 - (ii) Substitutes paragraph 4 (Part A) and paragraph 6 (Part B) of Section III-B of the Master Circular, requiring listed entities to follow the RPT Industry Standards for information placed before the Audit Committee and shareholders while seeking their approvals for RPTs.

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SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025 on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions”, which:

- (i) modifies Part A and Part B of Section III-B of the Master Circular (and the June 26, 2025 circular) to provide graded minimum information requirements based on transaction size; and
- (ii) Introduces Annexure-13A (“**Annexure-13A**”) prescribing standardised “Minimum information to the Audit Committee for approval of Related Party Transactions” and “Minimum information to the Shareholders for approval of Related Party Transactions”.

The Master Circular specifically records both the June 26, 2025 and October 13, 2025 circulars as operative circulars forming part of the current RPT framework for listed entities.

3. Definitions

In this Policy, unless the context otherwise requires:

“Audit Committee”	shall mean the committee of Board constituted in pursuance of Section 177 of the Companies Act and Regulation 18 of SEBI Listing Regulations;
“Board”	shall mean the board of directors of the Company;
“Company”	shall mean Pentacle Consultants (I) Limited;
“Companies Act”	shall mean the Companies Act, 2013 including any statutory modification or re-enactment thereof;
“Director(s)”	shall mean a member of the Board;
“Key Managerial Personnel”	shall mean the person(s) appointed as such in pursuance of Section 203 read with Section 2(51) of the Companies Act;
“Material Modification”	will mean and include any variation or modification to an existing related party transaction/contract/arrangement previously approved by the Audit Committee, Board, or Shareholders, which results in a change in the financial value/terms having a variance of 20% of the approved value or ₹10 Crore, whichever is lower, or any modification that makes the terms of the transaction less favorable to the Company.
“Material Related Party Transaction”	shall have the meaning ascribed to it in Clause 5 (b). hereof and Regulation 23(1) of the SEBI Listing Regulations;
“Ordinary Course of Business”	with reference to a transaction with a related party shall mean a transaction which is: a. carried out in the normal course of business envisaged in accordance with the memorandum of association of the Company as amended from time to time; b. historical practice and repetitive/frequent in nature; c. normal and otherwise routine in the particular business; d. common in a particular industry;

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- e. in furtherance of business objectives and/or business purposes of the Company;
- f. meets any other parameters/criteria as decided by the Board/Audit Committee, from time to time;

“Policy”

shall mean this Policy on Materiality of Related Party Transactions and Dealing with Related Party Transactions, as amended from time to time;

“Related Party”

in relation to the Company shall mean a party related with the Company in any of the ways as laid down in Section 2(76) of the Companies Act, Rules, SEBI Listing Regulations or under applicable accounting standards, each as amended;

“Relative”

with reference to any person, shall mean anyone who is related to another person as defined under Section 2(77) of the Companies Act and applicable accounting standards, each as amended;

“Related Party Transaction”

shall mean a transaction involving a transfer of resources, services or obligations between:

1. 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
2. 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;
3. 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 includes transactions as defined as a “related party transaction” under the relevant provisions of the Companies Act, the SEBI Listing Regulations or any other related law, regulation, standard, each as amended;

Provided that the following shall not be a related party transaction:

1. 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;
2. 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.
3. 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 the Securities and Exchange Board of India;

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4. 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;
Explanation: For the purpose of clauses (c) and (d) above, acceptance of deposits includes payment of interest thereon.
5. retail purchases from the Company or any of its subsidiaries by the directors or key managerial personnel of the Company or any of its subsidiaries, and relatives of such directors or key managerial personnel without establishing a business relationship and at the terms which are uniformly applicable/offered to all employees, directors, key managerial personnel and relatives of directors or key managerial personnel;
6. Any transaction in respect of a resolution plan approved under section 31 of the Insolvency and Bankruptcy Code, 2016, subject to disclosure to the stock exchanges within one day of approval;
7. Remuneration, sitting fees, and compensation paid to Directors, Key Managerial Personnel, and Senior Management, provided that the same is approved by the Nomination and Remuneration Committee / Board of Directors and does not constitute a Material Related Party Transaction under SEBI Listing Regulations.

“Rules” shall mean the rules framed under the Companies Act, as amended from time to time;

“SEBI Listing Regulations” shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time;

“Specified RPT” shall have the meaning ascribed to it in Clause 5 (c) (ix) hereof.

4. Interpretation

Any words used in this Policy but not defined herein shall have the same meaning prescribed to it in the Companies Act, the Rules, the Securities and Exchange Board of India Act, 1992, as amended, or rules and regulations made thereunder including the SEBI Listing Regulations, the applicable accounting standards or any other relevant legislation/law applicable to the Company.

In case of any dispute or difference upon the meaning/interpretation of any word or provision in this Policy, the same shall be referred to the Audit Committee and the decision of the Audit Committee shall be final. In interpreting such term/provision, the Audit Committee may seek the help of any of the officers of the Company or an external expert as it deems fit.

5. Procedure

(a) Identification of Related Parties

(i) The Company shall identify Related Parties as per the requirement of the Companies Act and the SEBI Listing Regulations, and keep the list of Related Parties updated from time to time;

(ii) Every Director/ Key Managerial Personnel shall at the beginning of the financial year provide

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information by way of written notice to the Company regarding his/her concern or interest in the entity with specific concern to parties which may be considered as Related Parties with respect to the Company and shall also provide the list of Relatives which are regarded as Related Parties as per this Policy.

- (iii) Directors/ Key Managerial Personnel also required to provide the information regarding their engagement with other entities during the financial year which may be regarded as a Related Party according to this Policy.
 - (iv) Each Director/ Key Managerial Personnel is responsible for providing notice to the Company 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 Audit Committee will determine whether a transaction does constitute a Related Party Transaction requiring compliance with this Policy.
 - (v) Each Director/ Key Managerial Personnel shall make an annual declaration as per the provisions of the Companies Act and the Rules with respect to Related Party Transactions to the Company in the last month ending before the financial year and this declaration shall be placed before the Audit Committee and the Board at their first meeting held at the succeeding financial year.
 - (vi) Any change in the list of Relatives shall be intimated by the Directors/ Key Managerial Personnel by way of a fresh declaration to the Company.
- (b) Material Related Party Transaction

A Related Party Transaction shall be considered material if the transaction or transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds Rupees One Thousand Crore or 10 (ten) per cent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

Notwithstanding the above, 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 transaction(s) during a financial year, exceed 5 (five) per cent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

All Material Related Party Transactions and subsequent Material Modifications shall require prior approval of the shareholders of the Company through a resolution and no Related Party shall vote on such resolutions whether the entity is a Related Party to the particular transaction or not.

Omnibus approvals granted by 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 the Companies Act and Rules. In case of omnibus approvals for Material Related Party Transactions granted by shareholders in general meetings other than the annual general meeting, the validity of such omnibus approvals shall not exceed one year from the date of such approval.

Further, the requirement of prior approval of the shareholders of the Company would not be applicable in respect of a resolution plan approved under Section 31 of the Insolvency and Bankruptcy Code, 2016 subject to the event being disclosed to the recognised stock exchanges within one day of the resolution plan being approved.

(c) Review and approval of Related Party Transactions

- (i) All Related Party Transactions shall require prior approval of the Audit Committee. It is clarified that any Material Modification of an existing Related Party Transaction shall also require prior approval of the Audit Committee. Only those members of the Audit Committee, who are

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independent directors, shall approve Related Party Transactions.

- (ii) A Related Party Transaction above rupees 1 (one) crore, whether entered into individually or taken together with previous transactions during a financial year, to which a subsidiary of the Company is a party but the Company is not a party, shall require prior approval of the Audit Committee if the value of such transaction exceeds the lower of (i) 10 (ten) per cent of the annual standalone turnover of the subsidiary, or, (ii) the threshold for Material Related Party Transactions as specified in Schedule I of this Policy.
- (iii) A Related Party Transaction above rupees 1 (one) crore, whether entered into individually or taken together with previous transactions during a financial year, to which a 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 1 (one) year, prior approval of the Audit Committee shall be obtained if the value of such transaction exceeds the lower of (i) 10 (ten) percent of the aggregate value of paid-up share capital and securities premium account of the subsidiary (taken as on a date, not older than three months prior to the date of seeking approval of the Audit Committee), or, (ii) the threshold for Material Related Party Transactions as specified in Schedule I of this Policy.

Provided that the requirement of prior approval of the Audit Committee shall not apply to RPTs where a listed subsidiary of the Company is a party, but the Company is not a party, if Regulation 23 and Regulation 15(2) of SEBI Listing Regulations are applicable to such listed subsidiary.

Further, the remuneration and sitting fees paid by the Company or its subsidiary to its directors, key managerial personnel in accordance with the provisions of the Companies Act and SEBI Listing Regulations shall not require approval of the Audit Committee provided that the same is approved by Nomination and Remuneration Committee / Board and is not a Material Related Party Transaction.

- (iv) The Audit Committee may grant omnibus approval to one or more proposed Related Party Transactions.

Such omnibus approval shall be subject to the following conditions:

- (a) The proposed Related Party Transaction(s) is/are repetitive in nature and the Audit Committee shall satisfy itself about the need for such omnibus approval and that such approval is in the interest of the Company;
- (b) The maximum value of the Related Party Transactions, in aggregate, which can be allowed under the omnibus route in a financial year shall not exceed 10 (ten) percent of annual consolidated turnover of the Company as per the last audited financial statements of the Company. Further, the maximum value per Related Party Transaction which can be allowed under the omnibus route shall not exceed 5 (five) per cent of annual consolidated turnover of the Company as per the last audited financial statements 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 transactions that shall 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;

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Provided that where the need for a Related Party Transaction cannot be foreseen and aforesaid details are not available, the Audit Committee may grant omnibus approval for such transactions subject to the transaction value not exceeding rupees 1 (one) crore per transaction.

- (d) The Audit Committee shall review, at least on a quarterly basis, the details of the Related Party Transactions entered into by the Company or its subsidiary, pursuant to each of the omnibus approvals given;
 - (e) Such omnibus approvals shall be valid for a period not exceeding 1 (one) year and shall require fresh approvals after the expiry of one year.
 - (f) Omnibus approval shall not be granted by the Audit Committee for the Related Party Transaction(s) in respect of selling or disposing off the undertaking of the Company
- (v) Each Related Party Transaction and subsequent Material Modifications shall require prior approval of the Audit Committee or the Board or shareholders of the Company, as the case may be, as required under and subject to the Companies Act and the SEBI Listing Regulations. The information in respect of proposed Related Party Transaction(s) along with complete details including name of the parties and details explaining the nature of relationship, nature and amount of the transaction, period of contract and particulars of the contract or arrangement, material terms of the transaction, manner of determining the pricing to ascertain whether the same is on an arm's length basis, business rationale for entering into such transaction, and any other relevant information shall be placed before the Audit Committee.
- (vi) While assessing the proposal, the Audit Committee may seek such information/ supporting documents or get clarifications, as it may consider necessary.
- (vii) In determining whether to approve a Related Party Transaction, the Audit Committee will consider the following factors, among others, to the extent relevant to the Related Party Transaction:
- (a) Whether the terms of the Related Party Transaction are fair and on arm's length basis to the Company and would apply on the same basis if the transaction did not involve a Related Party;
 - (b) Whether there are any compelling business reasons/rationale for the Company to enter into the Related Party Transaction and the nature of alternative transactions, if any;
 - (c) Whether the Related Party Transaction would affect the independence of an independent director;
 - (d) Whether the proposed transaction includes any potential reputational risk issues that may arise as a result of or in connection with the proposed transaction;
 - (e) Whether the Company was notified about the Related Party Transaction before its commencement and if not, why pre-approval was not sought and whether subsequent ratification is allowed and would be detrimental to the Company; and
 - (f) Whether the Related Party Transaction would present an improper conflict of interest for any Director of the Company, taking into account the size of the transaction, the overall financial position of the Director, executive officer or other Related Party, the direct or indirect nature of the Director's or other Related Party's interest in the transaction and the ongoing nature of any proposed relationship and any other factors the Board/ Audit Committee deems relevant.
- (viii) 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 1 (one) crore, and (b) the

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transaction is not a Material Related Party Transaction. The rationale for inability to seek prior approval for the transaction shall be placed before the Audit Committee at the time of seeking ratification.

- (ix) A contract, arrangement or transaction, between a related party (as defined under the Companies Act) and the Company, as specified under Section 188(1) of the Companies Act, which is either 'not on an arm's length basis' or 'not in the ordinary course of business' ("**Specified RPT**"), shall also require approval of the Board as per the provisions of Section 188(1) of the Companies Act and the applicable provisions of the Rules. Further, subject to the provisions of the Companies Act and Rules, the following Specified RPTs shall require approval of the shareholders of the Company by a resolution:
- (a) Sale, purchase or supply of any goods or materials, directly or through appointment of agent, amounting to 10 (ten) per cent or more of the turnover of the Company, as mentioned in clause (a) and clause (e) respectively of sub-section (1) of Section 188 of the Companies Act;
 - (b) Selling or otherwise disposing of or buying property of any kind, directly or through appointment of agent, amounting to 10 (ten) per cent or more of net worth of the Company, as mentioned in clause (b) and clause (e) respectively of sub-section (1) of Section 188 of the Companies Act;
 - (c) Leasing of property of any kind amounting to 10 (ten) per cent or more of the turnover of the Company, as mentioned in clause (c) of sub-section (1) of Section 188 of the Companies Act;
 - (d) Availing or rendering of any services, directly or through appointment of agent, amounting to 10 (ten) per cent or more of the turnover of the Company, as mentioned in clause (d) and clause (e) respectively of subsection (1) of Section 188 of the Companies Act;
 - (e) Appointment to any office or place of profit in the Company, its subsidiary company or associate company at a monthly remuneration exceeding Rs. 2,50,000 (Rupees two lakh fifty thousand only) as mentioned in clause (f) of sub-section (1) of Section 188 of the Companies Act; or
 - (f) Contract or arrangement in respect of remuneration for underwriting the subscription of any securities or derivatives thereof, of the Company exceeding 1 (one) per cent of the net worth of the Company as mentioned in clause (g) of sub-section (1) of Section 188 of the Companies Act;

Provided that the requirement of passing the shareholders' resolution as mentioned above shall not be applicable for transactions entered into between the Company and its wholly-owned subsidiary whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval.

Further, the provisions of Regulations 23(2), 23(3) and 23(4) of the SEBI Listing Regulations shall not apply to transaction(s) between the Company and its wholly-owned subsidiary/ies or, two wholly owned subsidiaries of the Company, whose accounts are consolidated with the Company and placed before the shareholders of the Company at the general meeting for approval.

- (x) In the event the Audit Committee presents a Related Party Transaction before the Board, or if the Board suo-moto elects to review any Related Party Transaction or if a Related Party Transaction is required to be approved by the Board in pursuance of the Companies Act, Rules or SEBI Listing Regulations, the process set forth in this Clause 5 shall apply mutatis-mutandis for approval of such Related Party Transaction by the Board, subject to such exceptions as may be necessary or appropriate under the circumstances.

6. Related Party Transactions not approved under the Policy

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In case the Audit Committee becomes aware of any Related Party Transaction that has not been approved as per the Policy, the matter shall be reviewed by the Audit Committee. The Audit Committee shall consider all 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 said Related Party Transaction. The Audit Committee may examine the facts and circumstances of the case and take such action as it may deem appropriate.

7. Disclosure of Related Party Transactions

The particulars of Related Party Transactions shall be disclosed in such manner as may be prescribed under the Companies Act, Rules, SEBI Listing Regulations and other applicable laws.

Every contract or arrangement, which is required to be approved by the Board/shareholders under this Policy, shall be referred to in the Board's report to the shareholders along with the justification for entering into such contract or arrangement.

The details of material transactions with Related Parties will be included in the corporate governance reports which are required to be submitted to the stock exchanges on a quarterly basis.

The Company shall disclose this Policy on dealing with Related Party Transactions on its website and a web link thereto shall be provided in the annual report of the Company.

The particulars of Related Party Transactions should be entered in the register(s) maintained under the Companies Act, wherever applicable.

The Company shall make such disclosures every six months on the date of publication of its standalone and consolidated financial results for the half year, of related party transactions, if any, to the stock exchanges on a consolidated basis, in the format specified in the relevant accounting standards for annual results and publish the same on its website. Provided however that the remuneration and sitting fees paid by the Company or its subsidiary to its Director shall not require disclosure provided that the same is not a Material Related Party Transaction.

8. Minimum Information to be Placed before the Audit Committee

For every proposed RPT falling within the applicable thresholds under the SEBI Listing Regulations and the SEBI circulars referred to above, the management shall place, at a minimum, the following information before the Audit Committee, in line with Annexure-13A and the RPT Industry Standards, read with Section III-B of the Master Circular:

- (a) Basic particulars of the transaction:
 - Type, material terms and particulars of the proposed transaction;
 - Name of the related party and its relationship with the Company or its subsidiary, including nature of concern or interest (financial or otherwise);
 - Specific tenure of the proposed transaction; and
 - Value of the proposed transaction.
- (b) Turnover linkage:
 - The percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, represented by the value of the proposed transaction; and
 - For an RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's standalone annual turnover, additionally.
- (c) Loans / ICDs / advances / investments (where relevant):
 - Details of the source of funds in connection with the proposed transaction;
 - Where financial indebtedness is incurred to make or give loans, inter-corporate

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- deposits, advances or investments:
 - Nature of indebtedness;
 - Cost of funds; and
 - Tenure of such indebtedness.
 - Applicable terms including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured, and if secured, the nature of security; and
 - The purpose for which the funds will be utilised by the ultimate beneficiary pursuant to the RPT.
- (d) For listed banks, NBFCs, insurance companies and housing finance companies, the specific disclosure of source of funds and indebtedness may be exempted, consistent with Annexure-13A.
- (e) Commercial rationale and fairness:
 - Justification as to why the proposed RPT is in the interest of the Company; and
 - A copy of any valuation report or other external report, if such report has been relied upon.
- (f) Counter-party disclosure:
 - Percentage of the counter-party's annual consolidated turnover represented by the value of the proposed RPT, on a voluntary basis.
- (g) Other relevant information:
 - Any other information that may be relevant for the Audit Committee to form an informed view on the arm's length nature and ordinary course of business of the RPT, and on whether the RPT is in the interest of the Company.

9. Minimum Information to be Provided to Shareholders

Where shareholder approval is required under Regulation 23(4) of the SEBI Listing Regulations and this Policy, the notice and explanatory statement shall, in addition to the Companies Act, 2013 requirements, include at least the following, in line with Part B of Section III-B of the Master Circular and Annexure-13A:

- (g) A concise summary of the information placed before the Audit Committee for approval of the concerned RPT, including the key commercial terms, value, tenure, parties and relationship, percentage of the Company's consolidated turnover, and, where applicable, key terms of any associated loans / ICDs / advances / investments.
- (h) A clear justification as to why the proposed RPT is in the interest of the Company, including how it is on arm's length basis and in the ordinary course of business, where so claimed.
- (i) Where the transaction relates to any loans, inter-corporate deposits, advances or investments, the specific details prescribed in Annexure-13A (source of funds, indebtedness parameters, terms, security and ultimate utilisation), as applicable.
- (j) A statement that any valuation report or external report, if relied upon by the Company in relation to the proposed RPT, will be made available to shareholders through their registered e-mail addresses.
- (k) On a voluntary basis, the percentage of the counter-party's annual consolidated turnover represented by the value of the proposed RPT; and
- (l) Any other information that may be relevant to enable shareholders to take an informed decision on the proposed RPT.

PENTACLE CONSULTANTS (I) LIMITED

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Lower Parel, Delisle Road, Mumbai, Maharashtra- 400013, INDIA

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10. Threshold-Based Relaxations and Applicability of Annexure-13A

In accordance with SEBI Circular dated October 13, 2025, as read with Section III-B of the Master Circular and the RPT Industry Standards, the Company shall apply the following graded information requirements:

- Where a transaction with a related party, whether individually or taken together with previous transaction(s) during a financial year (including transactions approved by way of ratification), does not exceed the lower of:
 - 1% of the Company's annual consolidated turnover as per the last audited financial statements; or
 - ₹10 crore,
- the Company shall provide to the Audit Committee and, where applicable, to shareholders, at least the "Minimum information to the Audit Committee / Shareholders for approval of Related Party Transactions" specified in Annexure-13A.
- Transactions with a related party (individually or together with previous transactions in a financial year, including ratifications) not exceeding ₹1 crore shall be exempt from the additional minimum information requirements introduced by the October 13, 2025 circular, without prejudice to the general disclosure obligations and the requirement of Audit Committee approval under Regulation 23(2), where applicable.
- For RPTs exceeding the above thresholds and for all "material" RPTs as per Regulation 23(1), the Company shall provide the full set of information mandated by the RPT Industry Standards (beyond Annexure-13A), as incorporated into Section III-B of the Master Circular.

11. Amendment and Review

Subject to applicable laws, the Board may amend, suspend or rescind this Policy at any time. Any issues pertaining to the Policy shall be resolved by the Board in line with the broad intent of the Policy. The Board may also establish further rules and procedures, from time to time, to give effect to the intent of this Policy.

In the event of any conflict between the provisions of this Policy and any applicable laws, such applicable laws in force, shall prevail over this Policy.

12. General

This Policy shall be posted on the website of the Company.

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SCHEDULE I

A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds the following:

Consolidated Turnover of Company Threshold	Threshold
(I) Up to ₹20,000 crore	10% of the annual consolidated turnover of the Company
(II) More than ₹20,000 crore to up to ₹40,000 crore	₹2,000 crore + 5% of the annual consolidated turnover of the Company above ₹20,000 crore
(III) More than ₹40,000 crore	₹3,000 crore + 2.5% of the annual consolidated turnover of the Company above ₹40,000 crore or ₹5,000 crore, whichever is lower.

Explanation: For the purpose of computing the thresholds stated above, the annual consolidated turnover of the Company shall be determined based on the last audited financial statements of the Company.

Illustration 1. For (II) above	
If the annual consolidated turnover of the Company is ₹30,000 crore	₹2,000 crore + 5% of the remaining ₹10,000 crore = ₹2,500 crore.
Illustration 2. For (III) above	
If the annual consolidated turnover of the Company is ₹50,000 crore	₹3,000 crore + 2.5% of the remaining ₹10,000 crore = ₹3,250 crore.
Illustration 3. For (III) above	
If the annual consolidated turnover of the Company is ₹1,50,000 crore	₹3,000 crore + 2.5% of the remaining ₹1,10,000 crore = ₹5,750 crore. However, threshold for material related party transaction would be ₹5,000 crore as it is lower than ₹5,750 crore.

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