

**METROPOLIS HEALTHCARE LIMITED**  
**POLICY ON RELATED PARTY TRANSACTIONS**

<b>Reviewing Authority</b>	<i>Audit Committee of the Company</i>
<b>Approving Authority</b>	<i>Board of Directors of the Company</i>
<b>Original Issue Date</b>	<i>February 11, 2019</i>
<b>Last Revision Date</b>	<i>August 07, 2025</i>
<b>Version No.</b>	<i>5.0</i>
<b>Review Cycle</b>	<i>Once in two years or such other lower timeline as prescribed in the applicable regulations.</i>
<b>Applicability</b>	<i>Metropolis Healthcare Limited and its Subsidiaries</i>

## 1. PREAMBLE

- 1.1 The Board of Directors (**the “Board”**) of Metropolis Healthcare Limited (**the “Company”**) has adopted this Policy upon recommendation of the Audit Committee and it includes the materiality threshold and the manner of dealing with Related Party Transactions (**“Policy”**) in compliance with the requirements of Section 188 of the Companies Act, 2013 (**“the Act”**) and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**). Amendments, from time to time, to the Policy, if any, shall be considered by the Board based on the recommendations of the Audit Committee.
- 1.2 This Policy applies to transactions between the Company and one or more of its Related Parties. It provides a framework for governance and reporting of Related Party Transactions including material transactions.

## 2. OBJECTIVE

- 2.1 This Policy is intended as follows:
- a) To ensure due and timely identification, approval, disclosure and reporting of transactions between the Company and any of its Related Parties in compliance with the applicable laws and regulations as may be amended from time to time;
  - b) To ensure high standards of corporate governance while dealing with related parties.
- 2.2 The provisions of this Policy are designed to govern the approval process and disclosure requirements to ensure transparency in the conduct of Related Party Transactions in the best interest of the Company and its shareholders and to comply with the statutory provisions in this regard.

## 3. DEFINITIONS

- 3.1 **“Act”** means the Companies Act, 2013, including the Rules, Regulations schedules, clarifications and guidelines issued and amended by the Ministry of Corporate Affairs, from time to time.
- 3.2 **“Arms’ length Transaction”**, means a transaction between two related parties that is conducted as if they were unrelated, so that there is no conflict of interest
- 3.3 **“Audit Committee”** shall mean the Audit Committee of the Board of Directors constituted in accordance with the provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 3.4 **“Board”** refers to Board of Directors of Metropolis Healthcare Limited as defined under

Companies Act, 2013.

- 3.5 **“Company”** or **“MHL”** refers to Metropolis Healthcare Limited pursuant to this policy.
- 3.6 **“Control”** shall have the same meaning as defined in SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as may be amended from time to time.
- 3.7 **“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” as notified by SEBI from time to time.
- 3.8 **“Key Managerial Personnel”** means Key Managerial Personnel as defined under Section 2(51) of the Companies Act, 2013.
- 3.9 **“Material Related Party Transaction”** means the transaction that crosses the limits as specified under the Act or the Listing Regulations.
- 3.10 **“Material Modifications”** means and includes any modification to an existing Related Party Transaction having a variance of 10% (ten percent) based on the variance/modifications carried out in the transactions by the Company during the year of the existing limit as sanctioned by the Audit Committee / Board of Directors / Shareholders of the Company.
- 3.11 **“Policy”** means policy on materiality of Related Party Transactions and dealing with related party transactions.
- 3.12 **“Ordinary Course of Business”** means a related party transaction in the ‘Ordinary Course of Business’ if it satisfies any of the following conditions:
- a) covered under the object clause of the Memorandum of Association of the Company
  - b) repetitive / frequent in nature
  - c) common in a particular industry
  - d) in furtherance of the business objects and / or business purposes of the Company.
- The above list is not exhaustive, and the Company will assess each transaction basis its type and nature.
- 3.13 **“Related Party”**
- a) a related party defined under the Act
  - b) a related party defined under the Listing Regulations.
- 3.14 **“Related Party Transaction” or “RPT”**
- a) means a transaction defined as a related party transaction
  - b) under the Act or Listing Regulations.
- 3.15 **“Relative”** means persons as defined in the Act and rules prescribed thereunder.
- 3.16 **“Rules”** means Companies (Meetings of Board and its Powers) Rules, 2014 including any

modifications or amendments thereof).

3.17 **“SEBI LODR”/“Listing Regulations”** means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any circular, statutory modification(s) and/or re – enactment(s) thereof for the time being in force).

3.18 **“Transaction”** with a Related Party shall be construed to include single transaction or a group of transactions entered into under a single contract.

Any word / term used in the Policy and not defined herein shall have the same meaning ascribed to it in the Act or Rules made thereunder, Listing Regulations, Indian Accounting Standards or any other relevant legislation/law applicable to the Company.

## 4. POLICY AND PROCEDURES

Every Director and Key Managerial Personnel (‘KMP’) of the Company and the subsidiaries shall, at the time of appointment, annually and whenever there is any change in the information already submitted, provide the requisite information about his or her relatives and all persons, firms, entities, bodies corporate in which he / she is interested, whether directly or indirectly, to the Company Secretary of the Company or of their respective subsidiary. Every such director and KMP shall also provide any additional information about the transaction that the Board /Audit Committee may reasonably request.

### 4.1 Identification of Related Parties

The Company shall adhere to its Standard Operating Procedures (‘SOPs’) for identifying Related Party Transactions by the Company including all the subsidiaries of the Company while dealing with the Related Party Transactions.

The Company shall periodically identify and update the list of related parties as prescribed under the Act read with the Rules framed there under, the Listing Regulations and as per applicable provisions of the Accounting Standards, as amended from time to time.

### 4.2 Evaluation of Related Party Transactions

The Company and its subsidiaries shall identify related party transactions on an ongoing basis. The Potential transactions with any of the Related Parties as per the consolidated list shall be submitted for requisite approval by the management. A proposal with details as required under the provisions of the Act, Listing Regulations and Industry Standards, as applicable including any circular issued in this regard shall be submitted for review in relation to the proposed transaction.

The Company shall also determine whether the transaction(s) is in the ordinary course of business and on an arm’s length basis and for this purpose, the Company may seek external expert opinion,

if necessary.

In case there are any material related party transaction or subsequent modification to the existing related party transaction undertaken by the Company including the subsidiaries, then details of such transaction / modification shall be provided by the management of the Company including the subsidiaries of the Company on a quarterly basis for requisite approval by the Audit Committee / Board / Shareholder's, as the case may be.

#### **4.3 Review and Approval of RPTs**

##### **i. Audit Committee**

All RPTs between the Company and its related parties, and any modifications therein, shall require prior approval of the Audit Committee.

A related party transaction 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 whether entered into individually or taken together with previous transactions during a financial year, exceeds the threshold specified in Listing Regulations.

To review a Related Party Transaction, the Audit Committee shall be provided with all the information, documents and certificates as may be required for the proposed Related Party Transaction under the Act, Listing Regulations and Industry Standards, as applicable. Based on its review of the information, documents, and certifications provided in relation to a Related Party Transaction, the Audit Committee shall approve or disapprove the proposed transaction.

However, the Audit Committee may grant omnibus approval for RPTs proposed to be entered into by the company or its subsidiary(ies) subject to the following conditions:

1. The Omnibus Approval shall be in respect of transactions which are repetitive in nature and based on the conditions as elaborated in the Act and Listing Regulations.
2. The Audit Committee shall lay down the criteria for granting the omnibus approval in line with the policy on RPTs of the company and such approval shall be applicable in respect of transactions which are repetitive in nature. The omnibus approval shall be within the criteria as approved by the Audit Committee.
3. The Audit Committee shall satisfy itself the need for such omnibus approval and that such omnibus approval shall specify the following:
  - a. the name(s) of the related party
  - b. nature of transaction,
  - c. period of transaction,

- d. maximum amount of transaction that can be entered into,
  - e. the indicative base price / current contracted price and the formula for variation in the price if any and;
  - f. such other disclosures as required under Listing Regulations and such other conditions as the Audit Committee may deem fit;
4. 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(ies) pursuant to each of the omnibus approval given.
  5. Such omnibus approvals shall be valid for a period of one financial year and shall require fresh approvals after the expiry of the financial year.
  6. In case the Audit Committee does not approve any transaction, it shall make its recommendations on such Related Party Transactions to the Board.

In determining whether to approve a RPT, the Audit Committee shall deliberate on the following factors, among others, to the extent relevant to the RPT:

- i. Whether the terms and conditions of the RPT are fair and on arm's length basis to the Company;
- ii. Whether there are any compelling business reasons for the Company to enter into the RPT and the nature of alternative transactions, if any;
- iii. Whether the RPTs are entered in the past;
- iv. Whether the nature of the proposed transaction is something that the Company would have ordinarily done in the course of its business;
- v. Whether the proposed transaction includes any potential reputational risk issues that may arise as a result of or in connection with the proposed transaction;
- vi. Whether the Related Party Transaction would affect the independence of an independent director
- vii. Whether the Related Party Transaction would amount to a conflict of interest for any director or Key Managerial Personnel of the Company, taking into account the size of the transaction, nature of direct or indirect interest of directors, Key Managerial Personnel in the transaction and such other aspects as may be deemed relevant to the Committee.
- viii. If the Committee determines that a Related Party Transaction should be brought before the Board or if the Board itself elects to review any such matter or it is mandatory under any law for the Board to approve such Related Party Transaction, then the criteria set out above shall also apply to the Board's review and approval of the matter with such modifications as may be necessary or appropriate under the circumstances.
- ix. Any other factor the Audit Committee deems relevant for reviewing and approving such RPT.

Any Member of the Audit Committee who is directly or indirectly interested in any Related Party Transaction shall recuse himself / herself and abstain from participating in the discussion and voting on the approval of such Related Party Transaction.

## **ii. Board of Directors**

The Board shall consider and approve the RPT as required to be approved under the Act or rules made thereunder and/or Listing Regulations and/or transactions referred to it by the Audit Committee.

To review a Related Party Transaction, the Board shall be provided with all relevant material information of the Related Party Transaction as required under the Act or Listing Regulations.

Any Member of the Board who is directly or indirectly interested in any Related Party Transaction shall recuse himself/herself and abstain from participating in the discussion and voting on the approval of such Related Party Transaction.

## **iii. Shareholders' Approval**

All the Material RPTs and subsequent modifications thereto, if any, shall require prior approval of the shareholders (unless exempted pursuant to Listing Regulations and Act). The proposal seeking shareholders approval shall include all information, documents, certification, recommendations, and other details as may be required under the Industry Standards. No related party shall vote to approve such resolution irrespective of whether the entity is a party to a particular transaction or not. The transactions which fall under Section 188 of the Act which are not in the ordinary course of business and / or not an Arms' length basis and which exceeds the threshold limits prescribed under the rules made thereunder, shall require prior approval of the shareholders.

### **Transactions which do not require approval of Audit Committee and shareholders**

Notwithstanding the foregoing, the following Related Party Transactions shall not require approval of Audit Committee:

- (a) Transactions entered by the Company with wholly owned subsidiaries whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval.
- (b) Transactions 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.
- (c) Transactions related to the payment of remuneration and sitting fees by the Company or any of its subsidiaries to its directors, key managerial personnel, or senior management, excluding those who are part of the promoter or promoter group, provided such transactions are not material.
- (d) Transactions or arrangements exempted under the Act and/or Listing Regulations.

**5. CRITERIA FOR GRANTING OMNIBUS APPROVAL**

- 5.1 The criteria for granting omnibus approval for the related party transaction(s) is as follows:
- a. The Audit Committee shall, subject to requisite approvals and any applicable prescribed limits, establish the maximum aggregate transaction value permitted under the omnibus route for a given year, as well as the maximum value allowed per individual transaction.
  - b. While assessing any proposal, the Audit Committee may review the documents / seek information from Management of the Company, or get clarification or opinion as per paragraph 5.2.
  - c. Extent and manner of disclosures to be made to the Audit Committee at the time of seeking omnibus approval shall be in accordance with the Related Party Transactions Policy & Standard Operating Process.
  - d. The Audit Committee shall review, at least on a quarterly basis, the details of related party transactions entered by the Company or its subsidiary pursuant to each omnibus approval given.
  - e. Transactions which cannot be subject to the omnibus approval by the Audit Committee and for which specific approval will have to be taken:
    - i. Transactions in respect of selling or disposing of the undertaking of the Company;
    - ii. Transactions which are not repetitive in nature;
    - iii. Transactions which are not at arm's length or not in the ordinary course of Business;
    - iv. Transactions exceeding materiality thresholds as specified under the Act / Listing Regulations;
    - v. Transactions which exceed the Omnibus criteria mentioned herein above.

5.2 For the purpose of procuring approval of the Audit Committee or the Board (as the case may be), the Management shall submit a proposal for approval of the RPTs, containing such details as required under the Act, Listing Regulations and Industry Standards, as applicable.

**6. Approval for specific RPTs**

The following transactions or arrangements, which are specifically dealt with under separate provisions of the Act or the Listing Regulations and executed under separate approvals/procedures of the competent authority of the Company (i.e. shareholders, Board, or a Board Committee), shall be deemed to have been approved under this Policy, in compliance with provisions of Applicable Laws:

- a. Share-based incentive plans including Stock Options and RSUs to the directors, KMPs, and other employees.
- b. Any benefits, interest arising to Related Party solely from the ownership of Company shares, which is at par with other shareholders, including dividends, subdivision, consolidation, issuance of securities by way of rights or bonus issue, and buyback of securities.
- c. Issue of specified securities on a preferential basis, subject to the compliance of the requirements under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- d. Financial assistance in the form of investment or loan or guarantee or creating security.
- e. Spends towards Corporate Social Responsibility.

**7. DISCLOSURES**

The Company shall ensure that all the relevant disclosures as required under the Act or Listing Regulations are provided for the approval of Audit Committee or Board or shareholders, as the case may be.

The Company shall submit to the Stock Exchanges the disclosures of Related Party Transactions in such format and within such time as required under Listing Regulations.

**8. TRANSACTIONS NOT APPROVED UNDER THIS POLICY**

In the event the Company becomes aware of a Related Party Transaction that has not been approved or has exceeded the approved limit, the transaction shall be placed before the Audit Committee within three months from the date of the transaction or in the immediate next meeting of the Audit Committee, whichever is earlier, for the ratification. The members of the Audit Committee, who are independent directors, may ratify the related party transactions, 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 with the Stock Exchanges;
- (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.

**9. DISSEMINATION OF POLICY**

Either this Policy or the important provisions of this policy shall be disseminated to all functional and operational employees and other concerned persons of the Company and shall be hosted on the website of the Company and web link thereto shall be provided in the annual report of the Company.

## **10. REVIEW/AMENDMENT(S)**

The Board of Directors may review or amend this policy, in whole or in part, from time to time, within such period as mandated by any regulatory amendments, after considering the recommendations from the Audit Committee.

## **11. INTERPRETATION**

In the event of any conflict between the provisions of this Policy and the Act or Listing Regulations or any other statutory enactments/ rules, the provisions of such Act or Listing Regulations or statutory enactments shall prevail over this Policy.

\*\*\*\*\*