

**WESTLIFE FOODWORLD LTD**  
*[formerly known as Westlife Development Limited]*

**POLICY FOR DETERMINING MATERIALITY OF RELATED PARTY TRANSACTIONS  
OF THE COMPANY AND FOR DEALING WITH RELATED PARTY TRANSACTIONS**

**Determining Materiality of Related Party Transactions :**

Any related party transaction of the Company shall be determined to be material on occurrence of the following conditions, i.e.:

1. The related party transaction / transactions to be entered into individually or taken together with previous such transactions during a financial year, exceeds Rs. one thousand crore or ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.
2. Notwithstanding the above, when 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 listed entity as per the last audited financial statements of the Company.
3. Material modification means any change in the approved terms which has a financial implication of 25% or more of the contract or Rs. 500 crores, whichever is lower.

**Dealing with Related Party Transactions :**

All Related Party Transactions (RPT) shall be dealt with in the following manner:

1. The proposed RPT shall be brought to the attention of both the Finance & Accounts and Legal & Company Secretarial functions of the Company.
2. All related party transactions and subsequent material modifications shall require prior approval of the audit committee of the listed entity.  
Provided that only those members of the audit committee, who are independent directors, shall approve related party transactions.
3. A related party transaction to which the subsidiary of a listed entity is a party but the listed entity is not a party, shall require prior approval of the audit committee of the listed entity if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year exceeds ten per cent of the annual consolidated turnover, as per the last audited financial statements of the listed entity.
4. A related party transaction to which the subsidiary of a listed entity is a party but the listed entity is not a party, shall require prior approval of the audit committee of the listed entity if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year, exceeds ten per cent of the annual standalone turnover, as per the last audited financial statements of the subsidiary.
5. Prior approval of the audit committee of the listed entity shall not be required for a related party transaction to which the listed subsidiary is a party but the listed entity

is not a party, if regulation 23 and sub-regulation (2) of regulation 15 of these regulations are applicable to such listed subsidiary.

6. The proposed RPT shall be submitted to the concerned approving authority/ies , as may be required by law, for its / their consideration and approval, at present being the Audit Committee of the Board of Directors of the Company and the shareholders of the Company.
7. The proposed RPT, when approved and entered into, shall be entered into the Company's registers as required by law.
8. Such RPT shall be disclosed to regulators and stakeholders as may be required by law.

All other requirements in relation to RPT under all applicable laws shall be complied with.