

THE BIRLA COTTON SPINNING & WEAVING MILLS LIMITED

Regd Office: Hindustan Times House, Mezzanine Floor, 18-20, Kasturba Gandhi Marg, New Delhi 110001

CIN: L65100DL1920PLC099621, Phone: 011- 66561306

Email I'd:-secretarial.ht@hindustantimes.com, website:- www.birlacotton.com

Policy on Related Party Transactions

This Policy is framed pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI Listing Regulations], as amended from time to time.

The words and expressions used but not defined in this Policy, shall have the same meaning as defined in the Companies Act, 2013, SEBI Listing Regulations, or any other applicable law or regulation, as amended from time to time.

The Birla Cotton Spinning and Weaving Mills Limited [The Company] shall not enter into contracts or arrangement with a related party without the prior approval of the Audit Committee. All subsequent material modification to such contracts or arrangement shall also require prior approval of the Audit Committee.

A related party transaction above rupees 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 of the Company if the value of such transaction, exceeds lower of the following (i) ten percent of the annual standalone turnover of the subsidiary as per the last audited financial statements of the subsidiary or (ii) threshold for material related party transaction of listed entity as specified in Schedule XII of these regulations.

The Audit Committee may grant omnibus approval for related party transactions proposed to be entered into by subsidiaries of the Company and shall review the same on a quarterly basis, in accordance with Regulation 23 of SEBI Listing Regulations.

All 'material' related party transactions and subsequent material modification to such transaction(s) will be placed for prior approval of the shareholders of the Company. 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 thresholds as specified in Regulation 23 of SEBI Listing Regulations read with Schedule XII of these regulations.

Transactions 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 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.

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Transactions with wholly owned subsidiaries and between wholly owned subsidiaries are exempt for all approvals provided they are in ordinary course of business and at arm's length.

In the event such contract or arrangement is not in the ordinary course of business or at arm's length, the Company shall comply with the provisions of the Companies Act, 2013 and rules framed there under and obtain approval of the Board or its shareholders, as applicable, for such contract or arrangement.

'Arm's length transaction' has been defined to mean a transaction between two related parties that is conducted as if they were unrelated, so that there is no conflict of interest.

All transactions involving transfer of resources, services, or obligations between a company or any of its subsidiary and a related party or any of its subsidiary or any other person/entity the purpose and effect of which would benefit, related party or any of its subsidiary regardless of whether a price is charged or not, are considered related party transactions as per SEBI Listing Regulations.

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 such conditions as mentioned in sub-regulation (2) of Regulation 23 of SEBI Listing Regulations.

Contracts or arrangements approved not in the ordinary course of business or at arm's length shall be disclosed in the Board's report along with justification for entering such contract or arrangement. Company shall maintain a register of such contracts and disclose transactions with related parties in its annual report and material related party transactions in corporate governance report.

In case of any inconsistency between this Policy and the applicable laws, as may be amended from time to time, the provisions of such applicable laws would prevail over this Policy.

[This Policy was updated on February 12, 2026]
