Annexure -

Jocil Limited
(A Subsidiary of The Andhra Sugars Limited)
DOKIPARRU, GUNTUR-522 438, AP.

Policy on Related Party Transactions

In line with the requirements of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirement) Regulations (Fifth Amendment) Regulations, 2025, SEBI circular No.SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025 and SEBI circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated 13th October, 2025, Company's existing policy on materiality of Related Party Transactions and on dealing with Related Party Transactions is hereby amended as detailed here under. This will come into force with immediate effect.

The requirements of Related Party Transactions under Companies Act 2013 and Ind As-24 are not in the scope of this policy and those requirements will be complied with independent of this policy.

1. DEFINITIONS :

a) **Related Party Transaction** : A Related Party Transaction (RPT) is a transfer of resources, services or obligations between a company and a related party or a Company and any other person or entity the purpose and effect of which is to benefit a rated party of the Company regardless of whether a price is charged or not and a "transaction" with a related party shall be construed to include single transaction or a group of transactions in a contract.

Provided that the following shall not be a related party transaction:
(a) 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;
(b) 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 buy-back of securities.

(c) retail purchases from Company by the directors or key managerial personnel the Company 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.

b) **Related Party**: means a related party as defined under sub-section (76) of section 2 of the Companies Act, 2013 or under the applicable accounting standards:

Provided that:

(a) any person or entity forming a part of the promoter or promoter group of the listed entity; or

(b) any person or any entity, holding equity shares of ten per cent or more in the listed entity either directly or on a beneficial interest basis as provided under section of the Companies Act, 2013, at any time, during the immediate preceding financial year; shall be deemed to be a related party.

c) **Material Related Party Transaction** : A transaction with a related party shall be considered as Material Related Party Transaction if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the company.

d) **Material modifications** : A transaction with a related party shall be considered as materially modified if –

i) in relation to an omnibus approved transaction, exceeds transaction limit approved by the audit committee.

ii) in relation to material related party transaction, alteration of type, value, tenure, name and other terms and conditions specifically approved by the audit committee.

2. APPROVAL OF AUDIT COMMITTEE :

(i) All Related Party Transactions and subsequent material modifications shall require prior approval of the Audit Committee. However, the Audit

Committee may grant omnibus approval for Related Party Transactions proposed to be entered into by the company subject to the following conditions : -

a) The transactions are repetitive in nature
b) Name of the related party, nature of transaction, period of transaction, maximum amount of transaction that can be entered into are specified
c) Indicative base price / current contracted price and the formula for variation in the price if any is specified
d) 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.
e) Omnibus approvals shall be valid for a period not exceeding one year and shall require fresh approvals after the expiry of one year

Where the need for related party transaction cannot be foreseen and aforesaid details are not available Audit Committee may grant omnibus approval for such transactions subject to their value not exceeding Rs. One crore per transaction.

(ii) For approval of Related Party Transaction (other than omnibus approval), the following information shall be provided to Audit Committee for its review.

A(1).

Basic details of the related party

S. No.	**Particulars of the information**	**Information provided by the management**
1.	Name of the related party	
2.	Country of incorporation of the related party	
3.	Nature of business of the related party	

A(2).

Relationship and ownership of the related party

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>1.</td><td>Relationship between the Company and the related party – including nature of its concern (financial or otherwise) and the following:
Shareholding of the Company, whether direct or indirect, in the related party.
Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the Company.
Shareholding of the related party, whether direct or indirect, in the Company.</td><td></td></tr>
</table>

A(3).

Details of previous transactions with the related party

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>1.</td><td>Total amount of all the transactions undertaken by the Company with the related party during the last financial year.<table><tr><th>S. No.</th><th>Nature of Transactions</th><th>FY 20xx-20xx (INR)</th></tr><tr><td></td><td></td><td></td></tr><tr><td></td><td></td><td></td></tr></table></td><td></td></tr>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by the Company with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td></td></tr>
<tr><td>3.</td><td>Any default, if any, made by a related party</td><td></td></tr>
</table>

	concerning any obligation undertaken by it under a transaction or arrangement entered into with the Company during the last financial year.	

A(4).

Amount of the proposed transaction(s)

S.No.	Particulars of the information	Information provided by the management
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ Shareholders.	
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	
3.	Value of the proposed transactions as a percentage of the Company's annual consolidated turnover for the immediately preceding financial year	
4.	Financial performance of the related party for the immediately preceding financial year: <table><tr><th>Particulars</th><th>FY 20xx-20xx (INR)</th></tr><tr><td>Turnover</td><td></td></tr><tr><td>Profit After Tax</td><td></td></tr><tr><td>Net worth</td><td></td></tr></table>	

A(5).

Basic details of the proposed transaction

S. No.	Particulars of the information	Information provided by the Management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	
2.	Details of each type of the proposed transaction	
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	
4.	Whether omnibus approval is being sought?	Yes or No

5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the Company	
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the Company who have interest in the transaction, whether directly or indirectly.	
	a. Name of the director/KMP	
	b. Shareholding of the director/KMP, whether direct or indirect, in the related party	
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	
9.	Other information relevant for decision making.	

B(1).

Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

S.No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	
2.	Basis of determination of price.	
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of Trade advance	
	b. Tenure	
	c. Whether same is self-liquidating?	

B(2).

Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the Company

S. No.	Particulars of the information	Information provided by the management
1.	Source of funds in connection with the proposed transaction.	
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:	
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	
3.	Rate of interest at which the Company is borrowing from its bankers/ other lenders.	
4.	Proposed interest rate to be charged by Company from the related party.	
5.	Maturity/ due date	
6.	Repayment schedule & terms	
7.	Whether secured or unsecured?	
8.	If secured, the nature of security & security coverage ratio	
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	

B(3).

Disclosure only in case of transactions relating to investment made by the Company

S. No.	Particulars of the information	Information provided by the management

1.	Source of funds in connection with the proposed transaction.	
2.	Where any financial indebtedness is incurred to make investment, specify the following:	
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	
3.	Purpose for which funds shall be utilized by the investee company.	
4.	Material terms of the proposed transaction	

B(4).

Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the Company.

S. No.	Particulars of the information	Information provided by the management
1.	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	
	(b) Whether it will create a legally binding obligation on Company?	Yes or No
2.	Material covenants of the proposed transaction including: (i) Commission, if any to be received by the Company. (ii) Contractual provisions on how the Company will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	
3.	The value of obligations undertaken by the Company, for which a guarantee, surety, indemnity or comfort letter has been provided by the Company. Additionally, any provisions required to be made in the books of account of the Company shall also be specified.	

B(5).

Disclosure only in case of transactions relating to borrowings by the Company.

S. No.	Particulars of the information	Information provided by the management
1.	Material covenants of the proposed transaction	
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	
3.	Cost of borrowing	
4.	Maturity / due date	
5.	Repayment schedule & terms	
6.	Whether secured or unsecured	
7.	If secured, the nature of security & security coverage ratio	
8.	The purpose for which the funds will be utilized by the Company	

(iii) For approval of Material Related Party Transaction, in addition to Part A and B, the following information shall be provided to Audit Committee for its review.

C(1).

Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the Company.

S. No.	Particulars of the information	Information provided by the management
1.	Latest credit rating of the related party Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any	
2.	Default on borrowings, **If any,** over the last three financial years, by the related party from the Company or any other person and value of subsisting default. **In addition, state the following:** a) Whether the account of the related party has been classified as a non-	

	performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting; c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. *Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.*	
	FY 20xx-20xx	
	FY 20xx-20xx	
	FY 20xx-20xx	

<u>C(2).</u>

<u>Disclosure only in case of transactions relating to any investment made by the Company</u>

S. No.	Particulars of the information	Information provided by the management
1.	Latest credit rating of the related party *Note:* *a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.* *b. This shall be applicable in case of investment in debt securities.*	
2.	Whether any regulatory approval is required. If yes, whether the same has been obtained.	

C(3).

Disclosure only in case of transactions relating to any guarantee (indlucing performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the Company

S. No.	Particulars of the information	Information provided by the management
1.	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party *Note:* *a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.* *b. This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.*	
2.	Details of solvency status and going concern status of the related party during the last three financial years:	
	FY 20xx-20xx	
	FY 20xx-20xx	
	FY 20xx-20xx	
3.	The value of obligations undertaken by the Company, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee)-surety, indemnity or comfort letter has been provided by the Company. Additionally, any provisions required to be made in the books of account of the Company shall also be specified.	
4.	Default on borrowings, if any, over the last three financial years, by the related party from Company or any other person. *Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.*	

	In addition, state the following: a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting; c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. *Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.*	
	FY 20xx-20xx	
	FY 20xx-20xx	
	FY 20xx-20xx	

C(4).

Disclosure only in case of transactions relating to borrowings by the Company

S. No.	Particulars of the information	Information provided by the management
1.	Debt to Equity Ratio of the Company based on last audited financial statements	
	a. Before transaction	
	b. After transaction	
2.	Debt Service Coverage Ratio of the Company based on last audited financial statements	
	a. Before transaction	
	b. After transaction	

The audit committee shall also review the status of long-term (more than one year) or recurring RPTs on an annual basis. If a transaction with a related party, whether individually or taken together with previous transaction(s) during a financial year do not exceed 1% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company or Rs.10 crores whichever is lower, the Company shall provide the following minimum information to the Audit Committee for approval of Related Party Transactions'.

a. Type, material terms and particulars of the proposed transaction;
b. Name of the related party and its relationship with the Company including nature of its concern or interest (financial or otherwise);
c. Tenure of the proposed transaction (particular tenure shall be specified);
d. Value of the proposed transaction;
e. The percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.
f. If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company:
    i. Details of the source of funds in connection with the proposed transaction;
    ii. Where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments,
        - Nature of indebtedness;
        - Cost of funds; and
        - Tenure;
    iii. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security;
    and
    iv. The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.
g. Justification as to why the RPT is in the interest of the listed entity;
h. A copy of the valuation or other external party report, if any such report has been relied upon;
i. Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;
j. Any other information that may be relevant.

3. APPROVAL OF THE SHAREHOLDERS :

All Material Related Party Transactions require approval of the shareholders through a Special Resolution and all the related parties shall abstain from voting on such resolutions.

The notice being sent to the shareholders seeking approval for any proposed Related Party Transaction shall, in addition to the requirements under the Companies Act, 2013, include the following information as a part of the explanatory statement:

a. Information as placed before the Audit Committee in the format as specified in 2(ii) & (iii) above, to the extent applicable.
b. Justification as to why the proposed transaction is in the interest of Company, basis for determination of price and other material terms and conditions of RPT.
c. Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Company as required under the RPT Industry Standards.
d. Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.
e. Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.
f. The Audit Committee and board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of Company and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making.
g. Any other information that may be relevant.

If a transaction with a related party, whether individually or taken together with previous transactions during a financial year do not exceed 1% of annual consolidated turnover of the Company as per the last audited financial statements of the Company or Rs.10 crores, whichever is lower the Company shall provide the following minimum information to the shareholders for approval of Related Party Transactions.

a. A summary of the information provided by the management of the listed entity to the audit committee as specified in last paragraph of 2 above;
b. Justification for why the proposed transaction is in the interest of the Company;
c. Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company, the details specified under last para of 2(f) above;
d. A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders;
e. Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis;
f. Any other information that may be relevant.

4. DISCLOSURES :

a) Details of all Material Related Party Transactions will be disclosed quarterly to the Stock Exchanges along with the Compliance Report on Corporate Governance.

b) The Company will disclose the policy on dealing with Related Party Transactions on its website and a weblink thereto will be provided in the Annual Report.

c) Company shall submit to the stock exchange disclosures of related party transaction in the format provided in **Enclosure** or such other format and within such time period as may be specified by SEBI from time to time.

DOKIPARRU
03-02-2026 CHAIRMAN

Format for Disclosure of Related Party Transactions (applicable only for half-yearly filings i.e., 2nd and 4th quarter)

															Additional disclosure of related party transactions - applicable only in case the related party transaction relates to loans, inter-corporate deposits, advances or investments made or given by the listed entity/subsidiary. These details need to be disclosed only once, during the reporting period when such transaction was undertaken.									
Sr. No.	Details of the party (listed entity /subsidiary) entering into the transaction		Details of the counter party			Type of related party transaction	Details of other related party transaction	Value of the related party transaction as approved by the audit committee	Remarks on approval by audit committee	Value of the related party transaction ratified by the audit committee	Date of Audit Committee Meeting where the ratification was approved	Value of transaction during the reporting period	In case monies are due to either party as a result of the transaction		In case any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments			Details of the loans, inter-corporate deposits, advances or investments						
	Name	PAN	Name	PAN	Relationship of the counter party with the listed entity or its subsidiary								Opening balance	Closing balance	Nature of indebtedness (loan/ issuance of debt/ any other etc.)	Details of other indebtedness	Cost	Tenure	Nature (loan/ advance/ intercorporate deposit/ investment)	Interest Rate (%)	Tenure	Secured/ unsecured	Purpose for which the funds will be utilised by the ultimate recipient of funds (end usage)	Notes
Total value of transaction during the reporting period																								