

POLICY ON RELATED PARTY TRANSACTIONS

1. Preamble

- 1.1 The Board of Directors of Expression 360 Services India limited (the “**Company**”) has approved the policy on related party transactions (the “**Policy**”) at its meeting held on **September 23, 2025**. The Policy is framed in accordance with the requirements of the Companies Act, 2013, as amended (the “**Companies Act**”) read with the rules framed thereunder and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”) as amended from time to time along with the Industry Standards on “Minimum information to be provided for Review of the Audit Committee and Shareholders for Approval of Related Party Transaction (RPT)” (“**Industry Standards**”).

2. Objective

- 2.1 The objective of this Policy is to establish a framework for identifying, reviewing, approving and reporting transactions between the Company and its related parties in compliance with applicable laws and regulations. It aims to ensure transparency, accountability and adherence to the highest standards of corporate governance by defining the procedure for managing related party transactions, thereby safeguarding the interests of the Company and its stakeholders.

3. Effective Date

- 3.1 This Policy is effective from the date of listing of the equity shares of the Company on the stock exchange(s).

4. Definitions

- 4.1 “**Applicable Law**” means the Companies Act and the rules made thereunder, the Listing Regulations along with the Industry Standards on “Minimum information to be provided for Review of the Audit Committee and Shareholders for Approval of Related Party Transaction (RPT)” (“**Industry Standards**”) and include any other statute, law, standards, regulations or other governmental instruction relating to Related Party Transactions.
- 4.2 “**Arms’ length Transaction**” means a transaction between two related parties that is conducted as if they were unrelated to avoid conflict of interest.
- 4.3 “**Audit Committee**” or “**Committee**” means the Committee constituted by the Board of Directors of the Company under Section 177 of the Act and Regulation 18 of the Listing Regulations.
- 4.4 “**Board of Directors**” or “**Board**” means the Board of Directors of the Company, as constituted from time to time.
- 4.5 “**Key Managerial Personnel**” means Key Managerial Personnel as defined in sub-section (51) of Section 2 of the Companies Act, 2013.
- 4.6 “**Material Modification**” means any significant change/ variation / modification to an

existing related party transaction/ contract / arrangement, the financial effect of which is an increase in the per annum value of the relevant related party transaction / contract / arrangement by ____%. such as in the transaction's nature, value, fees, tenure, or security terms that differs from what was originally approved by the Audit Committee or Board. It also includes any other changes deemed material by the Audit Committee.

- 4.7 **“Material Related Party Transaction”** means a transaction with a related party that individually, or taken together with previous transactions during a financial year, exceeds either ₹1,000 crore or 10% 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 transactions during a financial year, exceed five percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company or such other thresholds as may be prescribed in the Listing Regulations from time to time.

- 4.8 **“Ordinary Course of Business”** means transactions entered into by the Company as part of its regular business activities and operations, in furtherance of its business objectives, and consistent with its usual customs and practices. It also includes activities that the Company is authorized to undertake under its Memorandum and Articles of Association.

- 4.9 **“Related Party”** means a party as defined in Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations.

- 4.10 **“Related Party Transactions”** means all transaction(s) between the Company on one hand and one or more related party(ies) on the other hand including contracts, arrangements and transactions as envisaged in Section 188(1) of the Act and/or Regulation 2(zc) and Regulation 23 of the Listing Regulations and amendments thereto.

Provided that the following transactions 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 by the Company 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

- 4.11 **“SEBI”** means the Securities and Exchange Board of India.

- 4.12 **“Subsidiary Company”** or **“Subsidiary”**, in relation to any other company will have the same meaning as defined under Section 2(87) of the Act

Any other term not defined herein shall have the same meaning as defined in the Companies Act, Listing Regulations or any other Applicable Law to the extent applicable to the Company.

5. Identification of 'Related Party'

- 5.1 Every Director and KMP is responsible to declare/ disclose to the Company immediately upon any change in the status of his/ her Interest or Concern in any person or entity, that may cause him to be regarded as Related Party of the Company in accordance with this Policy, on account of his being director or KMP of the Company. Such declaration shall include disclosure of his (and his relative's) Concern or Interest in any company or companies or bodies corporate, firms or Association of Persons, which shall include the shareholding, directorship, membership, partnership, Promotership, Manager, CEO etc.
- 5.2 The Company Secretary and Chief Financial Officer jointly shall identify persons or entities that would be regarded as Related Parties on account of their relationship on a quarterly basis based on the information available with them or after making enquiries as may be necessary.
- 5.3 The Company Secretary / Chief Financial Officer will be responsible for preparing and maintaining a database of information pertaining to Related Parties. The list of Related Parties arising from such declarations will be compiled by the Company Secretary and shared with the Finance department.
- 5.4 The database shall be updated whenever necessary and shall be reviewed quarterly by the Company Secretary and Chief Financial Officer.
- 5.5 The functional / business heads / Chief Financial Officer /Company Secretary/ shall have access to the mechanism and updated database.

6. Identification of Related Party Transactions

- 6.1 Every promoter, director, and key managerial personnel (KMP) of the Company and its subsidiaries or joint ventures shall provide details of their relatives and any firms, companies, or associations in which they have an interest, at the time of appointment, periodically as required by the Company or law, and whenever there is a change in the information. They shall also provide any additional information about any proposed transaction as reasonably requested by the Board or Audit Committee.
- 6.2 Directors, KMPs, Executive Directors, and Heads of Departments shall:
- a) Give prior notice of any potential Related Party Transaction, including contracts, services, or appointments to any office or place of profit within subsidiaries, joint ventures, or special purpose vehicles, to enable sufficient time for the Audit Committee and Board to review and obtain relevant information.
 - b) Notify the Corporate Finance and Company Secretariat Departments within ten days of the end of each quarter of transactions with related parties.

All such related party transactions shall be placed before the Audit Committee and Board for review along with the Company's quarterly and annual accounts.

7. Approval of Related Party Transactions

7.1 Board Approval

The Company shall ensure that any contract or arrangement with a related party, as defined under Section 188 of the Companies Act, 2013, is entered into only with the prior approval of the Board of Directors through a resolution at a Board meeting and in compliance with the prescribed conditions. Such transactions include:

- a) sale, purchase or supply of any goods or materials;
- b) selling or otherwise disposing of, or buying, property of any kind;
- c) leasing of property of any kind;
- d) availing or rendering of any services;
- e) appointment of any agent for purchase or sale of goods, materials, services or property;
- f) such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company; and
- g) underwriting the subscription of any securities or derivatives thereof, of the company.

6.1.1 Additionally, in accordance with Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company shall ensure that any contract or arrangement with a Related Party is entered into only after compliance with the following conditions:

1) Disclosure in the Board Meeting Agenda:

The agenda of the Board meeting at which the resolution is proposed to be moved shall include the following disclosures:

- a) The name of the related party and the nature of the relationship.
- b) The nature and duration of the contract or arrangement and relevant particulars.
- c) The material terms of the contract or arrangement, including the value, if any.
- d) Any advance paid or received for the contract or arrangement, if applicable.
- e) The manner of determining pricing and other commercial terms, whether included as part of the contract or otherwise.
- f) Whether all factors relevant to the contract have been considered; if not, details of factors not considered and the rationale for not considering them.
- g) Any other information relevant or important for the Board to make an informed decision on the proposed transaction.

2) Director's Disclosure and Abstention

Directors interested in the contract shall abstain from discussions and voting on the related resolution.

3) Approval of Certain Transactions by Resolution

Pursuant to the first proviso to sub-section (1) of Section 188 of the Companies Act, the Company shall not enter into the following transactions without the prior approval of the Company by a resolution in a general meeting:

- a) Contracts or arrangements covered under clauses (a) to (e) of sub-section (1) of Section 188, meeting the following criteria:
 - i. Sale, purchase, or supply of any goods or materials, directly or through appointment of an agent, amounting to 10% or more of the turnover of the Company, as per clauses (a) and (e).
 - ii. Selling, disposing, or buying property of any kind, directly or through appointment of an agent, amounting to 10% or more of the net worth of the Company, as per clauses (b) and (e).
 - iii. Leasing of property of any kind, amounting to 10% or more of the turnover of the Company, as per clause (c).
 - iv. Availing or rendering of any services, directly or through appointment of an agent, amounting to 10% or more of the turnover of the Company, as per clauses (d) and (e).
- b) Appointment to any office or place of profit in the Company, its subsidiary company, or associate company, where the monthly remuneration exceeds ₹2.5 lakh, as per clause (f) of sub-section (1) of Section 188.
- c) Remuneration for underwriting the subscription of any securities or derivatives thereof of the Company exceeding 1% of the net worth, as per clause (g) of sub-section (1) of Section 188.

However, the turnover or net worth referred to in the above sub-rules shall be computed based on the audited financial statement of the preceding financial year.

7.2 Audit Committee Approval

In accordance with Regulation 23(5) of the SEBI Listing Regulations, all related party transactions require prior approval from the Audit Committee, except for the following:

- 1) Transactions between two government companies; and
- 2) Transactions between a holding company and its wholly owned subsidiary, where accounts are consolidated and approved by shareholders in a general meeting.
- 3) Transactions between two wholly-owned subsidiaries of the company, where accounts are consolidated and approved by shareholders in a general meeting

Any Audit Committee member who has an interest in a Related Party Transaction will not participate in discussions or voting on that matter. Transactions that are not in the ordinary course of business or not at arm's length will also require the approval of the Board or shareholders, as further detailed.

Additionally, the Audit Committee will pre-approve transactions involving subsidiaries of the Company that exceed the materiality thresholds specified in the Listing Regulations.

The Audit Committee may grant omnibus approvals for Related Party Transactions that are repetitive in nature, in the ordinary course of business and on arm's length basis. The Committee will ensure that:

- 1) Omnibus approvals are in line with this policy and in the company's interest.
- 2) Such approvals clearly mention the names of related parties, nature and period of transactions, maximum value, indicative base price or formula for variation, and any other criteria deemed necessary.
- 3) Where transaction details are not foreseeable, approvals may be granted for transactions up to ₹1 crore per transaction.
- 4) Transactions under omnibus approvals are reported to the Audit Committee quarterly.
- 5) Omnibus approvals remain valid for up to one year and require renewal thereafter.

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:

- (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 in terms of the provisions of sub-regulation (1) of regulation 23 of SEBI Listing Regulations ;
- (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 in terms of the provisions of sub-regulation (9) regulation 23 of SEBI Listing Regulations;
- (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

7.3 Shareholder Approval

The following Related Party Transactions (RPTs) and any subsequent Material Modifications shall require prior approval from the shareholders through a resolution:

- 1) Material Transaction as defined under SEBI Listing Regulations; and
- 2) Transactions that are either not in the ordinary course of business or not at arm's length price and exceed the thresholds specified under the Companies Act, 2013.

Related Parties shall abstain from voting on such resolutions, regardless of their involvement in the transaction.

The Audit Committee and Board will review and recommend these RPTs before seeking shareholder approval.

8. Disclosures and Review of Related Party Transactions

The Company shall disclose in its Board's report any Related Party Transactions covered under Section 188(1) of the Companies Act, 2013 that are not in the ordinary course of business or not at arm's length, along with the reasons for entering into such transactions.

All information required under the applicable SEBI Listing Regulations, Companies Act, 2013, and any additional SEBI requirements, Industry Standards and circulars/guidelines shall be placed before the Audit Committee, Board when seeking their prior approval for Related Party Transactions.

Such information shall also be included in the explanatory statement to the notice sent to shareholders seeking approval for the relevant Related Party Transactions, as applicable.

The Company shall disclose details of Related Party Transactions to the stock exchanges in the format and within the timelines specified by SEBI/stock exchanges and shall also upload the same on its website at www.expression360.in.

9. Related Party Transactions Not Approved Under This Policy

If a Related Party Transaction is entered into without prior approval under this Policy, it may be ratified by the independent directors on the Audit Committee within three months of the transaction date or at the next Audit Committee meeting, whichever is earlier, in line with Listing Regulations.

If ratification is not obtained, the transaction may be voidable at the option of the Audit Committee. Further, if the transaction is with a related party to any director or is authorized by any director, the concerned director(s) shall indemnify the Company against any resulting losses.

10. Communication and dissemination of the Policy

This Policy after duly approved by the Board of Directors shall be notified and communicated to all employees / functional heads of respective departments of the Company. The new employees shall be informed about the Policy by the human resource and administration departments. For all the employees and Directors, whether existing or new, a copy of this Policy shall be posted on the website of the Company at www.expression360.in.

11. Review and Amendments

The Audit Committee shall review the adequacy of this Policy periodically and at least once every three years, or as otherwise prescribed by the Audit Committee or the Board.

Based on the recommendations of the Audit Committee, the Board may amend this Policy at any time, without prior notice and may lay down additional rules or procedures to ensure the effective implementation of this Policy.

12. Scope and Limitation

In the event of any conflict between the provisions of this Policy and the Listing Regulations, as amended from time to time, the Listing Regulations shall prevail over this Policy and the part(s) so repugnant shall be deemed to sever from the Policy and the rest of the Policy shall remain in force.