



**Regd. Office: 2ND FLOOR MRUDUL TOWER B/H TIMES OF  
INDIA ASHRAM ROAD AHMEDABAD GJ  
380009 IN**

**CIN: U55101GJ2009PLC056756**

**E-mail id: [cs@fourseason.co.in](mailto:cs@fourseason.co.in)**

---

## **FOUR SEASONS RESIDENCY LIMITED**

### **RELATED PARTY TRANSACTIONS POLICY**

#### **1. Background**

The RPT Policy is prepared to comply with the Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Related Party Transactions which require compliance with other provisions of the Companies Act, 2013 (other than Section 188 of the Companies Act, 2013), or any other applicable laws will be complied by the Company and are not covered in this policy.

#### **2. Definitions**

**“Arm’s length transaction”** means a transaction between two related parties that is conducted as if they are unrelated, so that there is no conflict of interest.

**“Audit Committee or Committee”** means the “Audit Committee” constituted by the Board of Directors of the Company under the terms of the Companies Act, 2013 and other applicable law.

**“Board of Directors” or “Board”** means the Board of Directors of Four Seasons Residency Limited, as constituted From time to time in accordance with applicable law.

**“Key Managerial Personnel” or “Key Management Personnel”** means Key Managerial Personnel (‘KMP’) as defined in section 2(51) of the Companies Act 2013 and the Rules made thereunder and shall include (i) the Chief Executive Officer or the Managing Director or the Manager (as applicable); (ii) the Company Secretary of the Company; (iii) the Whole-



**Regd. Office: 2ND FLOOR MRUDUL TOWER B/H TIMES OF  
INDIA ASHRAM ROAD AHMEDABAD GJ  
380009 IN**

**CIN: U55101GJ2009PLC056756**

**E-mail id: [cs@fourseason.co.in](mailto:cs@fourseason.co.in)**

---

time Director(s) of the Company; and (iv) the Chief Financial Officer of the Company; and (v) such other officer as may be prescribed.

**“Listing Regulations”** means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**“Material related party transactions”** is as defined in Annexure 1 to this policy.

**“Ordinary Course of Business”** means a transaction which is carried out in the normal course of business envisaged in accordance with the Memorandum of Association, Articles of Association or any other applicable factors like market conditions, industry practices etc.

**“Policy”** means Related Party Transaction Policy.

**“Related Party”** shall have the meaning ascribed to the term under Section 2(zb) of the Listing Regulations.

**“Relatives”** shall have the meaning ascribed to the term under section 2(77) of the Companies Act, 2013 Act and the Rules thereunder.

**“Related Party Transaction”** (“RPT”) means all the transactions between the Company on one hand and one or more related party/ parties on the other hand including contracts, arrangements and transactions as envisaged in Section 188(1) of the Companies Act, 2013 and/ or the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### **3. Policy for Identification of Related parties**

- i) On an annual basis, each Director and each KMP and other related party/ parties within the meaning of section 2(76), 184 and 189 of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall disclose to the Company in the prescribed format as specified in the regulations.



**Regd. Office: 2ND FLOOR MRUDUL TOWER B/H TIMES OF  
INDIA ASHRAM ROAD AHMEDABAD GJ  
380009 IN**

**CIN: U55101GJ2009PLC056756**

**E-mail id: [cs@fourseason.co.in](mailto:cs@fourseason.co.in)**

---

- ii) Directors and KMP's would be responsible for promptly notifying the Company Secretary in case of any changes/ updates occurring in the related party/ parties and in respect of details pertaining to such related parties declared by them.
- iii) promptly complete and submit to the Company Secretary, the disclosure declaration referred above.
- iv) The Company Secretary shall be informed in advance regarding RPT who shall put up or present the same to the Audit Committee/Board for its review and approval.

#### **4. Policy for approval of related party transactions**

- In terms of this RPT Policy, either the Company or the persons authorized by the Board in accordance with this RPT Policy may enter into any RPT.
- The RPT Policy will be reviewed, approved and amended from time to time by the Audit Committee and the Board of Directors of the Company.
- All transactions by the Company with related parties shall require prior approval of the Audit Committee as specified in the Listing Regulations.
- The Audit Committee will lay down the criteria for granting omnibus approvals to repetitive transactions, as envisaged in the Listing Regulations.
- The Audit Committee shall on quarterly basis review the RPT, including the omnibus approvals granted.
- Transactions which are proposed at a variation from the omnibus approval will be placed before the Audit Committee for appropriate action including amending the criteria basis which the omnibus approval was granted or granting a specific approval.
- All RPTs which are not in Ordinary Course of Business or not at Arm's Length or both will additionally require prior approval of Board of Directors.
- All Material Related Party Transactions (as set out in Annexure A) as per Section 188 of the Companies Act, 2013 and/or Listing Regulations (as amended from time to time) will additionally require prior approval of shareholders through a special resolution.



**Regd. Office: 2ND FLOOR MRUDUL TOWER B/H TIMES OF  
INDIA ASHRAM ROAD AHMEDABAD GJ  
380009 IN**

**CIN: U55101GJ2009PLC056756**

**E-mail id: [cs@fourseason.co.in](mailto:cs@fourseason.co.in)**

---

Provided that in such Material Related Party Transactions, no member of the Company shall vote on such special resolution if such member is a Related Party.

#### **5. Miscellaneous**

- Disclosures with respect to RPT shall be made as per applicable provisions of the Listing Regulations
- Every person associated with RPT shall be accountable for complying with this RPT Policy that may be in force from time to time. Director or KMP or any other employee, who had entered into or authorised the contract or arrangement in violation of the RPT Policy and RPT Framework shall be guilty of non-compliance.
- In case of breach of this Policy, Audit Committee and/or Board may initiate appropriate action against the person(s) responsible.
- A person shall not be eligible for appointment as a Director of a Company if he has been convicted of an offence under Section 188 of the Act in respect of RPT at any time during the preceding five years.
- The Audit Committee of the Company, subject to supervision of the Board, shall be the Competent Authority for investigating and taking appropriate actions / steps for prevention or remedy of any breach and / or defaults in complying with this Policy. Any disciplinary action taken by the Audit Committee shall be in addition to the penal provisions of the Listing Regulations.

#### **6. Limitation and Amendment**

In the event of any conflict between the provisions of this Policy and of the Companies Act, 2013 (and the rules framed thereunder) or the Listing Regulations or any other statutory enactments, rules, the provisions of such Act or Listing Agreement or statutory enactments, rules shall prevail over this Policy. Any subsequent amendment / modification in the Listing Regulations, Companies Act, 2013 (and the rules framed thereunder) and/or applicable laws in this regard shall automatically apply to this Policy.



**Regd. Office: 2ND FLOOR MRUDUL TOWER B/H TIMES OF  
INDIA ASHRAM ROAD AHMEDABAD GJ  
380009 IN**

**CIN: U55101GJ2009PLC056756**

**E-mail id: [cs@fourseason.co.in](mailto:cs@fourseason.co.in)**

**Annexure 1 – Material related party transaction**

<b>Sr. No.</b>	<b>Prescribed Transaction Category</b>	<b>Companies Act 2013</b>	<b>Regulation 23 of SEBI (LODR) Regulations, 2015</b>
<b>(Lower of the two thresholds)</b>			
1	Sale, purchase or supply of any goods or materials directly or through agents	Transactions exceeding 10% of company's annual turnover or 100 crore, whichever is lower	Transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeding 10% of the annual consolidated turnover of the company as per the last audited financial statements of the company.
2	Selling or otherwise disposing off, or buying, property of any kind directly or through agents	Transactions exceeding 10% of company's net worth or 100 crore, whichever is lower	
3	Leasing of property of any kind	Transactions exceeding 10% of company's net worth or 10% of turnover or 100 crore, whichever is lower	
4	Availing of or rendering any services directly or by appointing agents	Transactions exceeding 10% of company's net worth or 50 crore, whichever is lower	
5	Related party's appointment to any office or place of profit in the Company or its subsidiary company or associate company	Monthly remuneration exceeding INR 0.25 million (per month)	
6	Underwriting the subscription of any securities or derivatives	Transactions exceeding 1% of	



**Regd. Office: 2ND FLOOR MRUDUL TOWER B/H TIMES OF  
INDIA ASHRAM ROAD AHMEDABAD GJ  
380009 IN**

**CIN: U55101GJ2009PLC056756**

**E-mail id: [cs@fourseason.co.in](mailto:cs@fourseason.co.in)**

---

	thereof of the company	Company's net worth	
7	Any other related party transaction	N.A.	