

DR. AGARWAL'S EYE HOSPITAL LIMITED

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**DR. AGARWAL'S EYE HOSPITAL LIMITED
(AEHL)**

**POLICY ON MATERIALITY OF RELATED
PARTY TRANSACTIONS**

POLICY ON MATERIALITY OF RELATED PARTY TRANSACTIONS

I. INTRODUCTION

Dr. Agarwal's Eye Hospital Limited (the "Company" or "AEHL") recognizes that Related Party Transactions (as defined below) can present potential or actual conflicts of interest and may raise questions about whether such transactions are consistent with the Company's and its stockholders' best interests. This policy sets procedures to be followed for review and approval of Related Party Transactions.

II. DEFINITIONS

For the purposes of this policy, the terms used in this policy shall have the same meaning as defined under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"). This policy shall not in any way violate, override or limit the provisions of Companies Act, 2013 and LODR Regulations.

III. MATERIALITY OF RELATED PARTY TRANSACTIONS

A transaction with a related party shall be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company. A transaction involving payments made to a related party with respect to brand usage or royalty shall be considered material if the transaction or transactions to be entered into individually or taken together with previous transactions during a financial year, exceed 5% (five percent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

IV. MATERIAL MODIFICATIONS

In relation to a Related Party Transaction approved by the Audit Committee or a material related party transaction approved by the Shareholders, as the case may be, material modifications means any variation having an impact on the monetary limits already approved by the Audit Committee or Shareholders, as the case may be, exceeding 20% of transactions, in each case, over and above the approved limits.

IV. RELATED PARTY TRANSACTIONS REQUIRING APPROVAL

- (a) All Related Party transactions (contracts / arrangements) shall be entered on arms' length basis.
- (b) In exceptional circumstances, where permitted by law, related party transactions (contracts / arrangements) may deviate from the principle of arm's length, after obtaining approval from the Audit Committee, Board of Directors and shareholders, as the case may be.
- (c) All Related Party transactions (contracts / arrangements) shall be in compliance with the provisions of the Companies Act, 2013, LODR Regulations and applicable Accounting Standards, as amended from time to time.

V. POLICY REVIEW AND AMENDMENT

In case of any subsequent changes in the provisions of the Act or any other regulations, including the SEBI LODR, which makes any of the provisions in the Policy inconsistent with the Act or such other regulations, such provisions of the Act or such other regulations would prevail over the Policy and the provisions in the Policy would be modified in due course to make it consistent with law. This Policy shall be reviewed by the Audit Committee years.

Amendments:

- 1. The policy was last reviewed and approved by the Audit Committee / Board at their respective meeting held on October 29, 2024.*