
RELATED PARTY TRANSACTIONS POLICY

Effective From : **October 10, 2019**
Last Amended : **February 5, 2025**

ARTEMIS MEDICARE SERVICES LIMITED
Regd. Off.: Plot-14, Sector-20, Dwarka, South-West, Delhi-110075

1. Preamble

The Board of Directors of Artemis Medicare Services Limited (the “**Company**” or “**AMSL**”), has adopted the Related Party Transactions Policy (the “**Policy**”) in compliance with the requirements of Section 188 and Section 177 of the Companies Act, 2013, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and other Applicable Laws (as defined below). The Audit Committee shall review and may propose amendments to this policy as may be required.

This Policy has been adopted by the Board of the Company at its meeting held on October 10, 2019, effective from that date and was last amended on February 5, 2025.

2. Objectives and Scope

The objective and scope of this policy are to set out the materiality threshold for related party transactions (as defined below), define material modifications, and ensure that all related party transactions are entered with full transparency, in compliance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements Regulations), 2015, any amendment thereof and any other Applicable Laws.

3. Definition

Definition of some of the key terms used in this policy are given below:

- ‘**Act**’ means the Companies Act, 2013, along with rules, notifications and circulars made/ issued thereunder, as amended from time to time.
- ‘**Annual Report**’ shall mean the annual report of AMSL.
- ‘**Applicable Laws**’ shall mean any statute, law, regulation, ordinance, rule, judgment, order, decree, bye-law, clearance, directive, guideline, notification and clarification issued by any governmental or statutory or regulatory authority or other governmental instruction and/or mandatory standards, as may be applicable to the Company and its subsidiaries, with respect to Related Party Transactions, and as amended from time to time and includes (a) the Act; (b) the Listing Regulations; and (c) the Indian Accounting Standards.
- ‘**Arm’s Length Transaction**’ means a transaction between two related parties that is conducted as if they were unrelated, so that there is no conflict of interest.
- ‘**Associate Company**’, means a company as defined under Section 2(6) of the Act and as defined by Indian Accounting Standard (AS) 24, “Related party disclosures” read with Indian Accounting Standard (AS) 28, “Investments in Associates and Joint Ventures”.
- ‘**Audit Committee**’ or ‘**Committee**’ means the Committee of the Board formed under Section 177 of the Act and Regulation 18 of the Listing Regulations.
- ‘**Board of Directors or Board**’ means the Board of Directors of the Company.

- **‘Chief Financial Officer (CFO)’** means a person appointed as the Chief Financial Officer of the Company.
- **‘Company Secretary (CS)’** means a Company Secretary as defined in Section 2(24) of the Act.
- **‘Key Managerial Personnel or KMP’** shall mean the officers of the Company as defined in Section 2(51) of the Act.
- **‘Listing Regulations’** means the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.
- **‘Material Modification’** means subsequent modification(s) to an existing Related Party Transaction & the related terms, if such modification(s) leads to a variance of 15% of the transaction value approved earlier by the Audit Committee/ Board/ Shareholders, as the case may be and shall also mean and include all such modifications of the existing Related Party Transaction(s) exceeding a monetary value of INR 1,000 crores per annum irrespective of the absolute quantum of such modification. Where a modification is not quantifiable in monetary terms, the materiality for modification shall be laid down by the audit committee in respect of each contract based on facts and circumstances of the modification.
- **‘Material Related Party Transaction’**

A. Under the Listing Regulations, means:

- i. any transaction to be entered into with a Related Party, value whereof individually or taken together with previous transactions during a financial year, exceeds Rs. 1,000 Crores or ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, or such other threshold as may be laid down from time to time by Applicable Law.
- ii. a transaction involving payments made to a Related Party with respect to brand usage or royalty if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds five percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

B. under the Act, means:

transactions as defined under Section 188(1) of the Act to be entered into by the Company with Related Parties as defined under Section 2(76) of the Act where the aggregate value of the transaction/ transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds the limits prescribed, from time to time, under the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014.

- **‘Ordinary Course of Business’** means a transaction:
 - A. undertaken by the Company/its subsidiaries to conduct its business operations and activities routinely and includes all such activities which the Company/its subsidiaries can undertake as per their respective Memorandum & Articles of Association, as amended from time to time, or
 - B. in connection with the normal business carried on by the Company, or

- C. which are as per common commercial practice, or
- D. which meets any other parameters/criteria as decided by the Board/ Audit Committee.

- **'Policy'** means this Related Party Transactions Policy.
- **'Related Party'** has the meaning as assigned to it under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, as amended from time to time.
- **'Related Party Transaction(s)' or 'RPT(s)'** has the meaning prescribed to it under Regulation 2(1)(zc) of the Listing Regulations and shall include transactions given in clause (a) to (g) of Section 188(1) of the Act.

Notwithstanding the foregoing, the following shall not be Related Party Transactions for the purpose of this Policy:

- a. Reimbursement of expenses incurred by a Related Party for business purpose of the Company.
 - b. Any other exception which is consistent with the Applicable Laws, including any rules or regulations made thereunder, and does not require approval in advance by the Audit Committee.
- **'Stock Exchanges'** means the stock exchanges where the specified securities of the Company are listed.
 - **'Subsidiary company' or 'Subsidiary'** means a company as defined under Section 2(87) of the Act.

Words and expressions used but not defined in this Policy shall have the same meaning as contemplated in the Act, the Listing Regulations and any other applicable laws.

4. Identification of Related Parties and Related Party Transactions

- a) Every Director and/or Key Managerial Personnel of the Company is responsible for providing notice to the Board regarding persons and entities to be considered as "Related Party" by virtue of him /her being Director/KMP in the entity or holding certain shareholding percentage. Such notice shall be provided to the Company at the time of appointment and also at the time of first board meeting of every financial year and whenever there is any change in the disclosures already made. Every director and KMP shall disclose details as may be required for the purpose of identification of Related Parties, e.g. details of relatives, etc.
- b) The Chief Financial Officer, at the beginning of every financial year, shall provide the information to the Company Secretary about the related parties within the Artemis group i.e., Subsidiaries, Associate Companies, Joint Venture Companies, etc., and subsequent changes therein forthwith.
- c) The Company Secretary shall compile the information received from all concerned and send the information about such Related Parties to the respective functional heads (i.e. accounts, finance, legal, human resources, marketing etc.), business heads and any other concerned person for their information and any necessary action.
- d) The concerned functional / business head shall forward to the Company Secretary and Chief Financial Officer, the details of any proposed Related Party Transaction with the draft terms and conditions or

other related information and certifying that such transactions are at Arm's Length and in the ordinary course of business. The Company Secretary or the Chief Financial Officer, upon receipt of such information, will furnish the same to Audit Committee for its approval and further action, if any.

- e) Each Director and Key Managerial Personnel is responsible for providing notice to the Board or Audit Committee or Company Secretary of any potential Related Party Transactions involving him or her or his or her Relative, including any additional information about the transaction that the Board /Audit Committee may reasonably request.
- f) Any proposed modification(s) in the Related Party Transactions already entered into shall be intimated to the Company Secretary and Chief Financial Officer by the functional/ business head, which shall be placed before the Audit Committee for its prior approval in accordance with this Policy.

5. Review and Approval framework of Related Party Transactions

The Company shall be given a notice of any potential Related Party Transaction(s) in advance by the relevant stakeholders, so that the Audit Committee / Board have sufficient time to review information regarding the proposed Transaction.

5.1 Audit Committee

- i) All the Related Party Transactions shall require prior approval of the Audit Committee, except as under:
 - a) Related Party Transactions to which subsidiary of the Company is a party but the Company is not a party, if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year does not exceed 10% of the annual standalone turnover of such subsidiary company as per the last audited financial statements of such subsidiary;
 - b) remuneration and sitting fees paid by the Company or its subsidiary to its director, key managerial personnel or senior management, except who is part of promoter or promoter group, provided that the same is not material in terms of the provisions of sub-regulation (1) of regulation 23 of the Listing Regulations;
 - c) transactions, other than a transaction referred to in section 188 of the Act, entered into between the Company and its wholly owned subsidiary whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval;
 - d) transactions entered into between two wholly-owned subsidiaries of the Company, whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval; and
 - e) transactions which are in the nature of payment of statutory dues, statutory fees or statutory charges entered into between the Company / subsidiary on one hand and the Central Government or any State Government or any combination thereof on the other hand.
- ii) Only those members of the Audit Committee, who are Independent Directors, shall approve Related Party Transactions.

- iii) The Audit Committee may grant omnibus approval for Related Party Transactions proposed to be entered into by the Company or its subsidiaries subject to the conditions as laid down under Section 177 of the Act and Regulation 23 of the Listing Regulations.
- iv) Any member of the Audit Committee who has a potential conflict of interest in any Related Party Transaction (i) will not remain present at the meeting; or (ii) shall abstain from discussion and voting for the approval of such Related Party Transaction.

5.1.1. Omnibus Approvals

- i) The Audit Committee shall, after obtaining approval of the Board and in line with the policy, specify the criteria, including the criteria as specified under Rule 6A(1) of the Companies (Meeting of Board and its Powers) Rules, 2014, for granting the omnibus approval for RPTs. .
- ii) Omnibus approval shall be applicable in respect of transactions which are repetitive in nature.
- iii) The Audit Committee shall satisfy itself regarding the need for such omnibus approval and that such approval is in the interest of the Company.
- iv) While according omnibus approval, the Audit Committee shall specify the following:
 - a) the name(s) of the Related Party;
 - b) nature of the Transaction;
 - c) period of the Transaction;
 - d) maximum amount of Transactions that shall be entered into;
 - e) the indicative base price/current contracted price and the formula for variation in the price if any; and
 - f) such other conditions as the Audit Committee may deem fit.
- v) In the event the need for Related Party Transaction cannot be foreseen and the aforesaid details are not available, Audit Committee may grant omnibus approval for such transactions subject to their value not exceeding a sum of rupees one crore per Transaction.
- vi) The Audit Committee shall review, at least on a quarterly basis, the details of Related Party Transactions entered into by the Company or its subsidiaries pursuant to each of the omnibus approvals given.
- vii) Such omnibus approvals shall be valid for a period not exceeding one year and shall require fresh approvals after the expiry of one year.

5.2 Board of Directors

- i) Related Party Transactions shall require Board approval in the following cases:
 - a) In case the Company enter into a related party transaction as given in clause (a) to (g) of Section 188(1) of the Act, which are not in the ordinary course of business or not at Arm's Length Basis; or
 - b) the Audit Committee determines that a Related Party Transaction should be brought before the Board; or
 - c) the Board, in any case elects to review any Related Party Transaction suo moto; or
 - d) the Related Party Transaction needs to be approved by the Board under any law for the time being in force.

- ii) Where any Director is interested in the Related Party Transaction being considered for approval at the Board meeting, such Director shall not be present at the meeting during discussions pertaining to such Related Party Transaction.
- iii) All the Material Related Party Transactions which require approval of the shareholders of the Company shall be considered and approved by the Board before the same are considered by the shareholders for their approval.

5.3 Shareholders

- i) Unless exempted under the Act/ Listing Regulations, prior approval of the Shareholders by way of an Ordinary resolution shall be required in the following scenarios:

- a) All the Material Related Party Transactions as per Listing Regulations and subsequent Material Modification to such Material Related Party Transactions.

Provided that no related party shall vote to approve such transaction whether the entity is a related party to the particular transaction or not.

- b) All the Material Related Party Transactions as per the Act, which are not in the ordinary course of business or not at Arm's Length Basis.

Provided that no member of the Company shall vote on such resolution to approve any contract or arrangement which may be entered into by the company, if such member is a related party in the context of the contract or arrangement for which the said resolution is being passed.

- ii) Any transactions entered into by the Company with its Wholly Owned Subsidiary whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval will not require approval of shareholders.

6. Ratification of Related Party Transactions

In the event any Director, KMP or any other employee becomes aware of any Related Party Transaction(s) that has been omitted to be approved by the Audit Committee/ Board/ shareholders or is in deviation of this Policy, such person shall promptly notify the Chief Financial Officer or Company Secretary of the Company, of such transaction, who shall ensure that such transaction is brought to the notice of the Audit Committee or the Board, as applicable, at the earliest.

6.1 Ratification by Audit Committee

- i) 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:
 - a) 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;
 - b) the transaction is not material in terms of the provisions of sub-regulation (1) of Regulation 23 of the Listing Regulations;

- c) rationale for inability to seek prior approval for the transaction shall be placed before the Audit Committee at the time of seeking ratification;
 - d) the details of ratification shall be disclosed along with the disclosures of related party transactions in terms of the provisions of sub-regulation (9) of Regulation 23 of the Listing Regulations;
 - e) any other condition as may be specified by the Audit Committee:
- ii) 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.

6.2 Ratification by Board / Shareholders

- i) In case any related party transaction as given in clause (a) to (g) of Section 188(1) of the Act, which require approval from the Board or shareholder, is entered into by a director or any other employee, without obtaining the consent of the Board or approval by a resolution in the general meeting, may be ratified by the Board or, as the case may be, by the shareholders at a meeting within three months from the date on which such contract or arrangement was entered into.
- ii) if the transaction is not ratified by the Board or, as the case may be, by the shareholders at a meeting within three months from the date on which such contract or arrangement was entered into, such contract or arrangement shall be voidable at the option of the Board or, as the case may be, of the shareholders and if the contract or arrangement is with a related party to any director, or is authorised by any other director, the directors concerned shall indemnify the Company against any loss incurred by it.

7. Evaluation Process of Related Party Transactions

- a) To approve a Related Party Transaction, the Committee/ Board/ Shareholders, shall be provided all relevant material information of such transaction, including the terms and such other details as may be required under the Act, the Listing Regulations, and any relevant circulars, guidance notes, standards, or FAQs issued by SEBI/Stock Exchanges, or by the Audit Committee/ Board, as the case may be. While approving a Related Party Transaction, the Audit Committee/ Board will consider the following factors, among others, to the extent relevant:
 - Whether the transaction is in the ordinary course of business of the Company / Subsidiaries.
 - Whether the terms on which Related Party Transaction is proposed are fair and on arm's length basis to the Company / Subsidiaries and would apply on the same basis if the transaction did not involve a Related Party;
 - Whether there are any undue compelling business reasons for the Company / Subsidiaries to enter into Related Party Transactions and the nature of alternative transactions, if any
 - Whether the Related Party Transaction would affect the independence of an independent director;
 - Whether the Related Party Transaction includes any potential reputational risk that may arise as a result of or in connection with the proposed transaction; and
 - Whether the Related Party Transaction would present conflict of interest for any Director or KMP of the Company / Subsidiaries.

- b) The Audit Committee shall consider all relevant facts and circumstances regarding a Related Party Transaction placed before it.
- c) The Audit Committee/ Board shall evaluate such transaction(s) and may decide as it considers appropriate, subject to the Act and the Listing Regulations, necessary action to be taken, including ratification, revision or termination of the Related Party Transaction.

8. Disclosures

- a) Every Director of a Company who is in anyway, whether directly or indirectly, concerned or interested in a contract or arrangement or proposed contract or arrangement entered into or to be entered into:
 - i) With a body corporate in which such Director or such Director in association with any other Director, holds more than two percent (2%) shareholding of that body corporate, or is a Promoter, Manager, Chief Executive Officer of that body corporate; or
 - ii) With a firm or other entity in which, such Director is a Partner, Owner or Member, as the case may be,

shall disclose the nature of his concern or interest at the meeting of the Board in which the contract or arrangement is discussed and shall not participate in such meeting.

Provided that where any Director who is not so concerned or interested at the time of entering into such contractor arrangement, he shall, if he becomes concerned or interested after the contract or arrangement is entered into, disclose his concern or interest forthwith when he becomes concerned or interested or at the first meeting of the Board held after he becomes so concerned or interested.

- b) All Directors / KMPs are required to disclose such details of the entities in which they or their relatives are or deemed to be interested, as is prescribed in section 184 of the Act.
- c) Each Director and KMP of the Company shall promptly notify the Company Secretary of the Company of any relationship that could reasonably be expected to give rise to any conflict of interest in any proposed or existing and continuing transaction.
- d) The Company shall maintain Register pertaining to Related Party Transactions in the prescribed form.
- e) The Company shall comply with all disclosure requirements in relation to Related Party Transactions, including but not limited to, disclosures required to be made in the Board Report and the Annual Report, disclosures required to be made to the stock exchanges and published on the website of the Company as per the requirements of the Companies Act, the Listing Regulations, Indian Accounting Standards and other Applicable Laws.

9. Authority/ Policy Review

- a) This Policy is based on the provisions of the Act and the Listing Regulations, and shall be reviewed by the Board at least once every 3 (three) years.

- b) In case of any changes in the provisions of the Act, the Listing Regulations or any other regulation which are inconsistent with the Policy, such amended provisions would prevail over the Policy.
- c) In case of any interpretation issue on any matter relating to this Policy, the Audit Committee/ Board may refer the same for legal opinion.

10. General

In case of any doubt with regard to any provision of this Policy and also in respect of matters not covered herein, a reference shall be made to the Chairman of the Audit Committee. In all such matters, the interpretation and decision of the Chairman shall be final.

The Company reserves the right to modify, cancel, add, or amend any clause of this Policy as set out above.

11. Queries and Clarifications

A Related Party may reach out to the Company Secretary for any doubts or clarifications in respect of this Policy.
