

MAX HEALTHCARE INSTITUTE LIMITED

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RELATED PARTY TRANSACTION POLICY

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MAX HEALTHCARE INSTITUTE LIMITED
RELATED PARTY TRANSACTION POLICY

1. PREAMBLE

- 1.1. Max Healthcare Institute Limited (“**MHIL**” or the “**Company**”) recognizes that while transacting with Related Parties (*as defined below*):
- a) appropriate approvals, as required under Applicable Laws (*as defined below*), should be duly obtained;
 - b) transactions between the Company, its subsidiaries and their Related Parties are to be based on principles of transparency and arm’s length pricing; and
 - c) reporting and disclosures, as required under Applicable Laws, should be duly made and adhered to, by the persons associated with the Related Party Transactions (*as defined below*).
- 1.2. The Board (*as defined below*) of MHIL has adopted this policy governing Related Party Transactions (this “**Policy**”) in compliance with the requirements of Section 188 and Section 177 of the Companies Act (*as defined below*), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (the “**Listing Regulations**”), and other Applicable Laws, through which it aims to provide guidance on identification of Related Party(ies), the standards for initiation of Related Party Transactions, assessment and consummation of Related Party Transactions and to communicate such transactions to everyone involved in MHIL’s business to ensure transparency and fairness throughout the entire process of undertaking Related Party Transactions and to comply with requirements of all Applicable Laws for all Related Party Transactions.

This Policy supersedes the policy approved by the Board of Directors of the Company on June 19, 2020 (effective from the date of listing i.e. August 20, 2021).

2. DEFINITIONS AND INTERPRETATION

“**Accounting Standards**” shall mean the applicable standards of accounting, including the Indian Accounting Standards or IndAS, or any addendum thereto, applicable to the Company in accordance with the Companies Act and as issued by the Institute of Chartered Accountant of India.

“**Annual Report**” shall mean the annual report of MHIL.

“**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 Companies Act; (b) the Listing Regulations; and (c) the 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. For determination of an Arm’s Length Transaction, guidance may be taken from provisions of Transfer Pricing under Income Tax Act, 1961.

“**Audit Committee**” shall mean the audit and risk committee constituted by the Board of Directors of the Company under applicable provisions of the Companies Act and the Listing Regulations.

“**Board of Directors**” or “**Board**” shall mean the board of directors of MHIL, or any duly authorized committee thereof.

“**Companies Act**” means the Companies Act, 2013, along with rules, notifications and circulars made/ issued thereunder, as amended from time to time.

“**Company Records**” shall mean the records and books of accounts of MHIL required to be maintained by MHIL as per Applicable Laws.

“**Company Secretary**” shall have the same meaning assigned to the term under the Companies Act.

“**Director**” shall mean a director on the Board.

“**Ethics and Compliance Committee**” shall mean the ethics and compliance committee constituted by the Board of Directors.

“**Key Managerial Personnel**” or “**KMP**” shall have the same meaning assigned to the term under the Companies Act and the Listing Regulations.

“**Material Modification**” shall mean a 10% (ten percent) or more increase in the original value/consideration of any existing Related Party Transaction which was approved by the Audit Committee/ Board of Directors/MHIL Shareholders, as the case may be; provided however, a modification shall not be considered as a material modification if it was approved in advance at the time of approval of the original transaction by the Audit Committee and/or the Board of Directors and/or the MHIL Shareholders, as the case may be.

“**MHIL Related Party**” or “**Related Party**” shall have the same meaning assigned to the term ‘*related party*’ under the Companies Act and the Listing Regulations.

“**MHIL Shareholders**” shall mean the shareholders of MHIL, whether individuals, entities, or financial institutions.

“**Related Party Transactions**” or “**RPTs**” shall have the same meaning assigned to the term under the Companies Act and the Listing Regulations, as may be applicable.

Unless the context of this Policy otherwise requires, words of any gender are deemed to include those of the other gender.

Capitalized terms used and not defined herein shall have the same meaning assigned to such terms under the Companies Act, the Listing Regulations, and / or other Applicable Laws.

In order to determine the Related Party Transactions for which approval of MHIL Shareholders by way of a resolution would be required, the test of materiality shall be determined having regard to the relevant provisions of the Listing Regulations or the Companies Act, as applicable.

3. **WHO MAY INITIATE A PROPOSED MHIL RELATED PARTY TRANSACTION**

The Company and/or its subsidiaries on the one hand may initiate and conclude a proposed Related Party Transaction with any of their Related Parties on the other hand, subject to compliance with this Policy and applicable laws.

4. **WHICH TRANSACTIONS ARE COVERED**

This Policy applies to all Related Party Transactions, or subsequent modifications thereto. Following exceptions stipulated under Applicable Laws for Related Party Transactions shall be outside the scope of this Policy unless the Audit Committee or the Board decides otherwise:

Any transaction in which the Related Party's interest arises solely from ownership of securities issued by the Company and all holders of such securities receive the same benefits pro rata as the Related Party including following:

(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.

Also, the transactions or arrangements which are specifically dealt under the separate provisions of the Law and executed under separate approvals / procedures from relevant competent authority or committee shall be deemed to be approved under this Policy. Further, it is clarified that any transaction pertaining to appointment and remuneration of Directors and KMPs that require approval of the Nomination and Remuneration Committee of the Company and the Board shall not require any separate approval by the Audit Committee.

5. **REQUIRED APPROVALS AND ACTION STEPS**

5.1. **Approval of the Audit Committee**

a) All transactions which are identified as Related Party Transactions shall require prior approval of

the Audit Committee, as per the requirements of the Companies Act and the Listing Regulations, as may be applicable.

- b) Material Modifications to Related Party Transactions shall require prior approval of the Audit Committee. Any other modification to the transactions entered into by the Company with a Related Party shall also require the approval of the Audit Committee as per the requirements of the Companies Act (notwithstanding that such modification is a Material Modification).
- c) Related Party Transactions to which a subsidiary of the Company is a party and the Company is not a party shall require prior approval of the Audit Committee of the Company, if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year exceeds 10% (ten percent) of the annual consolidated turnover, as per the last audited financial statements of the Company.
- d) Only those members of the Audit Committee, who are independent directors, shall approve Related Party Transactions.
- e) To review the Related Party Transactions, the Audit Committee shall be provided with necessary information, to the extent relevant, with respect to such Related Party Transactions and/ or such information as prescribed as per Applicable Laws. While considering any Related Party Transaction, the Audit Committee shall take into account all relevant facts and circumstances including the terms and business purpose of such Related Party Transaction, the benefits to the Company and to the Related Party of the Company or its subsidiaries and any other relevant matters.

5.2. Approval of the Board of Directors

- a) In case any Related Party Transaction (as per the applicable provisions of the Companies Act) is proposed to be undertaken which is not: (i) in the ordinary course of business; or (ii) an Arm's Length Transaction, such Related Party Transaction shall not be entered into without the prior approval of the Board of Directors, as per the applicable requirements under the Companies Act.
- b) Where any Director is interested in the Related Party Transaction being considered for approval at the Board meeting, such Director shall not be present during discussions pertaining to such Related Party Transaction.
- c) The agenda of the Board meeting at which the resolution seeking approval of the Related Party Transaction is proposed to be moved shall disclose:
 - i) the name of the Related Party and nature of relationship;
 - ii) the nature, duration of the contract and particulars of the contract or arrangement;
 - iii) the material terms of the contract or arrangement including the value, if any;
 - iv) any advance paid or received for the contract or arrangement, if any;
 - v) the manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;
 - vi) whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors; and
 - vii) any other information relevant or important for the Board to take a decision on the proposed transaction or any other information prescribed under Applicable Law from time to time.

5.3. Approval of the MHIL Shareholders

- a) In case any Related Party Transaction (as per the applicable provisions of the Companies Act) is proposed to be undertaken which (i) is not in the ordinary course of business, or not at arm's length; and (ii) exceeds the specified threshold for such Related Party Transaction as per the applicable provisions of the Companies Act, prior approval of the MHIL Shareholders by way of a resolution shall be required.

Provided that, all entities falling under the definition of 'Related Parties' shall not vote to approve the relevant transaction irrespective of whether the entity is a party to the particular transaction or not.

- b) In case any Related Party Transaction (as defined under the Listing Regulations) proposed to be undertaken exceeds INR 10,00,00,00,000 (Indian Rupees One Thousand Crore) or 10% (ten percent) of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, whether entered into individually or taken together with previous transactions during the financial year, prior approval of the MHIL Shareholders by way of a resolution shall be required. Further, prior approval of the MHIL Shareholders shall be required for any subsequent Material Modifications to any such material Related Party Transaction specified in the preceding sentence. Further, prior approval of the MHIL Shareholders shall be required for transactions involving payments made to a Related Party with respect to brand usage or royalty, if such transactions whether entered into individually or taken together with previous transactions during the financial year, exceed 5% (five percent) of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

Provided that, no MHIL Shareholder, who is a Related Party, shall vote to approve such resolution, whether such MHIL Shareholder is a Related Party to such Related Party Transaction or not.

- c) The explanatory statement to be annexed to the notice of the MHIL Shareholders' meeting shall contain the following particulars:
- i) name of the Related Party;
 - ii) name of the Director or Key Managerial Personnel who is related, if any;
 - iii) nature of relationship;
 - iv) nature, material terms, monetary value and particulars of the contract or arrangement; and
 - v) any other information relevant or important for the members to take a decision on the proposed resolution or any other information prescribed under Applicable Law from time to time.

5.4. The requirement of obtaining prior approval of the Audit Committee, the Board, and/ or the MHIL Shareholders, as detailed in Clauses 5.1, 5.2 and 5.3 above, shall not apply to Related Party Transactions entered into between the Company and its wholly owned subsidiary whose accounts are consolidated with the Company and placed before the MHIL Shareholders at the general meeting for approval. The requirement of obtaining prior approval of the Audit Committee and/or the MHIL Shareholders under Clauses 5.1 and 5.3(b) shall not apply to Related Party Transactions entered into between two wholly owned subsidiaries of the Company whose accounts are consolidated with the Company and placed before the MHIL Shareholders at the general meeting for approval.

5.5. In case an approval of the Audit Committee of the Company is required for a Related Party Transaction to which a subsidiary of the Company is a party and the Company is not, then prior approval of the audit committee/board of directors of the respective subsidiary has to be taken before recommending such transaction for the approval of the Audit Committee of the Company.

5.6. The Company shall, on a quarterly basis, obtain from each subsidiary company of the Company, (i) an updated list of its Related Parties; and (ii) information regarding the Related Party Transactions entered into or proposed to be entered into with any of its Related Parties.

5.7. All Related Parties entering into Related Party Transactions after obtaining approval of the Audit Committee or the Board or the MHIL Shareholders in accordance with this Clause 5, shall ensure due compliance with the terms and conditions prescribed by the Audit Committee or the Board or the MHIL Shareholders (as the case may be) in relation to such Related Party Transaction, if any.

6. ROLE OF ETHICS AND COMPLIANCE COMMITTEE

The Ethics and Compliance Committee would provide oversight to verify compliance with this Policy. This would include periodic review of the Company Records including benchmarking of prices for Arm's Length Transactions, nature of business transaction (whether in the ordinary course of business or not), delivery of services and any other data or information which may be relevant.

7. DISCLOSURE REQUIREMENTS

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, as per the requirements of the Companies Act, the Listing Regulations, Accounting Standards and other Applicable Laws.

8. OMNIBUS APPROVAL

- 8.1. All Related Party Transactions shall require approval of the Audit Committee. The Audit Committee may grant prior omnibus approval for Related Party Transactions which are repetitive in nature (specifically excluding selling or disposing of the undertaking of the Company) subject to the conditions specified under the Applicable Laws.
- 8.2. In relation to Related Party Transactions undertaken as per the Companies Act, the Audit Committee shall, after obtaining approval of the Board of Directors, specify the criteria for making the omnibus approval which shall include the following, namely:
 - a) maximum value of the Related Party Transactions, in aggregate, which can be allowed under the omnibus route in a year;
 - b) the maximum value per Related Party Transaction which can be allowed;
 - c) extent and manner of disclosures to be made to the Audit Committee at the time of seeking omnibus approval;
 - d) review, at such intervals as the Audit Committee may deem fit, of Related Party Transactions entered by the Company pursuant to each of the omnibus approval made; and
 - e) transactions which cannot be subject to the omnibus approval by the Audit Committee.
- 8.3. The Audit Committee shall satisfy itself on the need and justification for the need for omnibus approval of Related Party Transactions which are repetitive in nature and that such approval is in the interest of the Company.
- 8.4. The omnibus approval, in relation to Related Party Transactions undertaken as per the Companies Act and the Listing Regulations, shall contain or indicate the following:
 - a) name of the Related Party(ies);
 - b) nature and duration of the Related Party Transaction;
 - c) maximum amount of Related Party Transaction that can be entered into;
 - d) the indicative base price or current contracted price and the formula for variation in the price, if any; and
 - e) any other information relevant or important for the Audit Committee to take a decision on the proposed Related Party Transaction or any other information prescribed under Applicable Law from time to time.
- 8.5. Any Related Party Transactions undertaken as per the omnibus approval granted by the Audit Committee in accordance with this Clause 8, will be deemed to be pre-approved and may not require approval of the Audit Committee for each specific transaction unless the price, value or material terms of the contract or arrangement have been varied/ amended. Any proposed variations/ amendments to these factors shall require prior approval of the Audit Committee.
- 8.6. Where the need for certain Related Party Transactions cannot be foreseen and the details required as per this Clause 8 are not available, the Audit Committee may provide an omnibus approval for such Related Party Transactions subject to their value not exceeding INR1,00,00,000 (Indian Rupees One Crore) per Related Party Transaction.

- 8.7. The Audit Committee shall review, on a quarterly basis, the details of the Related Party Transactions entered into by the Company pursuant to each of the omnibus approvals given, in accordance with this Clause 8.
- 8.8. Omnibus approvals given in accordance with this Clause 8 shall be valid till the expiry of 1 (one) year and shall require a fresh approval after the expiry of 1 (one) year.

9. RATIFICATION OF RELATED PARTY TRANSACTIONS

- 9.1. In the event the Company becomes aware of a transaction with a related party or a subsequent modification that has not been approved in accordance with this Policy prior to its consummation, the matter shall be reviewed and approved by the Audit Committee or the Board or the Shareholders, as applicable. The Audit Committee shall consider all of the relevant facts and circumstances regarding the related party transaction, and shall evaluate all options available to the Company, including ratification, revision or termination of the related party transaction as may be permitted under Applicable Law. The Audit Committee shall also examine the facts and circumstances pertaining to the failure of reporting such related party transaction to the Audit Committee under this Policy and failure of the internal control systems, and shall take any such action it deems appropriate.
- 9.2. The Audit Committee, as appropriate, may also direct additional actions including, but not limited to, immediate discontinuation or rescission of the transaction or modification of the transaction to make it acceptable for ratification if permitted under Applicable Law or seeking the approval of the shareholders or payment of compensation for the loss suffered by the related party etc. In connection with any review/approval of a RPT, the Audit Committee has authority to modify or waive any procedural requirements of this Policy, subject to Applicable Law. It shall be open to the Company to proceed against its director or any other employee who had entered into such related party transaction in contravention with Applicable Laws.
- 9.3. Further, if any contract / arrangement is entered into by a director or any other employee without obtaining the consent of the Board / shareholders (by a resolution) under Section 188(1) of the Companies Act, and if it is not ratified in accordance with Companies Act, such contract / arrangement shall be voidable at the option of the Board / shareholders, as the case may be. Further, nothing precludes the Board / Company from taking any other legal action against the concerned director / employee, as available under Applicable Law.

10. AMENDMENT AND CONFLICT

Any subsequent amendment/modification in the Applicable Laws shall automatically apply to this Policy. The Board has the right to amend or modify this Policy in whole or in part, at any time without assigning any reason, whatsoever subject to the Applicable Law.

In the event of conflict between this Policy and any Applicable Laws, Applicable Laws shall prevail. Further, in case of any point(s)/matter(s) not specifically covered/provided to under this Policy, the same shall be adhered to/complied with in line with the requirement of Applicable Law.

11. QUERIES AND CLARIFICATIONS

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