

LAXYO LIMITED
(FORMERLY KNOWN AS LAXYO ENERGY LIMITED)

POLICY ON MATERIALITY OF DEALING WITH RELATED PARTY TRANSACTIONS

[Pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015]

Approved by

Audit Committee and Board of Directors

Dated February 18, 2026

Laxyo Limited (Formerly known as Laxyo Energy Limited)
Registered Office: Plot No. 2, County Park, Mahalaxmi Nagar, MR-5,
Indore, Madhya Pradesh, India, 452010

POLICY ON MATERIALITY OF AND DEALING WITH RELATED PARTY TRANSACTIONS

PREAMBLE

1. 1.1 The Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI LODR Regulations**”) have laid down extensive requirements to be fulfilled in case of Related Party Transactions (*defined below*). Additionally, Regulation 23 of SEBI LODR Regulations specifies that the Company is required to formulate a policy on materiality of Related Party Transactions and on dealing with Related Party Transactions including clear threshold limits duly approved by the Board of Directors and such policy shall be reviewed by the Board of Directors at least once every three years and updated accordingly.
- 1.2 Therefore, the Board of Directors (the “**Board**”) of Laxyo Limited (“Laxyo” or “**the Company**”) at its meeting held on **18th February 2026** has adopted this Related Party Transaction Policy (“**Policy**”) in line with the requirements of Regulation 23 of SEBI LODR Regulations. This Policy will be effective from **18th February 2026**.

OBJECTIVES OF THE POLICY

2. The objective of this Policy is to set out
 - a. Identification of the Related Parties;
 - b. The materiality threshold for related party transactions;
 - c. Material modification of related party transactions
 - d. The manner of dealing with the transaction between the Company and its related parties based on the Act, SEBI LODR Regulations, and any other laws and regulations as may be applicable to the Company and ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and its Related Parties in accordance with the Applicable Law (*defined below*).

DEFINITIONS

- i. “**Act**” means the Companies Act, 2013 and the Rules prescribed thereunder and any amendments thereto.
- ii. “**Applicable Law**” means the Act, SEBI LODR Regulations and includes any other statute, law, standards, regulations or other governmental instruction relating to Related Party Transactions.
- iii. “**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 as defined in explanation (b) to Section 188 (1) of the Act.
- iv. “**Associate**” means a company as defined under sub-section (6) of Section 2 of the Act, or under applicable accounting standard.
- v. “**Audit Committee**” means the Audit Committee of the Board constituted pursuant to Section 177 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 18 of the SEBI LODR Regulations.
- vi. “**Body Corporate**” means a body corporate as defined under sub-section (11) of Section 2 of the Act.
- vii. “**Control**” means control as defined under sub-section (27) of Section 2 of the Act.
- viii. “**Compliance Officer**” means Company Secretary of the Company.
- ix. “**Holding Company**” means a holding company as defined under sub-section (46) of Section 2 of the Act.
- x. “**Director**” means a person as defined in sub-section (34) of Section 2 of the Act.

- xi. **“Industry Standards”** shall mean the Industry Standards on “Minimum information to be provided for Review of the Audit Committee and Shareholders for Approval of Related Party Transaction (RPT)” as notified by SEBI vide its circular dated February 14, 2025
- xii. **“Key Managerial Personnel”** mean the officers of the Company as defined in subsection (51) of Section 2 of the Act.
- xiii. **“Employees”** mean the employees and office-bearers of the Company, including but not limited to Whole-Time Directors.
- xiv. **“Material Related Party Transactions”** means a transaction with a Related Party entered into individually or taken together with previous transactions during a financial year exceeds the threshold the lowest of the following as per its latest audited consolidated financial statements (in case consolidation is not applicable, then latest audited standalone financial statements,):

Consolidated Turnover of Company	Threshold
(I) Up to ₹20,000 Crore	10% of the annual consolidated turnover of the Company
(II) More than ₹20,000 Crore and up to ₹40,000 Crore	₹2,000 Crore plus 5% of the annual consolidated turnover of the Company above ₹20,000 Crore
(III) More than ₹40,000 Crore	₹3,000 Crore plus 2.5% of the annual consolidated turnover of the Company above ₹40,000 Crore or ₹5,000 Crore, 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 sum as may be prescribed under the Act or SEBI LODR Regulations, as amended from time to time.

- xv. **“Material Modification”** to a related party transaction shall mean any change or alteration to the existing related party transaction by an increase or decrease in consideration over 20% or Rs 1 crore, whichever is higher or an extension of time over 2 years of the contract/arrangement as approved by Audit Committee or Board of Directors or Shareholders of the Company.
- xvi. **“Materiality Threshold”** means limits for related party transactions beyond which approval of the shareholders' as specified in Companies Act, 2013 and rules thereof and amendments thereto will be required.
- xvii. **“Ordinary Course of Business”** means all such acts and transactions which/wherein:
- is carried out in the normal course of business envisaged in accordance with the Memorandum of Association (“**MoA**”) of the Company as amended from time to time;
 - time; or
 - is as per historical practice with a pattern of frequency; or
 - is in connection with the normal business carried on by the Company; or
 - the income, if any, earned from such activity/transaction is assessed as business income in the Company’s books of accounts and hence is a business activity; or
 - is common commercial practice; or
 - meets any other parameters/ criteria as decided by the Board / Audit Committee.
- xviii. **“Relative”** shall have the meaning assigned to it in Section 2(77) of the Act and the Rules prescribed thereunder and as per Regulation 2(1) (zd) of the SEBI LODR Regulations as amended from time to time, means anyone who is related to another, if (i) They are members of a Hindu Undivided Family; or They are husband or wife; or (ii) One person is related to the another in the following manner, namely:
- Father, includes stepfather
 - Mother, includes stepmother
 - Son includes stepson
 - Son’s wife
 - Daughter

- f. Daughter's husband
- g. Brother includes stepbrother
- h. Sister includes stepsister and any other relation as per SEBI LODR Regulations.

- xix. **“Related Party”** means related party as defined in Section 2(76) of the Act, and Regulation 2(1)(zb) of the SEBI LODR Regulations; or under the applicable accounting standards.
- xx. **“Related Party Transactions”** means such transactions directly or indirectly involving any Related Party as specified under Section 2(76) read with Section 188 of the Act, or Rules prescribed thereunder and Regulation 2(1)(zc) of the SEBI LODR Regulations including any amendment or modification thereof, as may be applicable
- xxi. **“Senior Management”** means officers/personnel of the Company who are members of its core management team excluding Board of Director normally this shall comprise all members of management one level below the chief executive officer/Managing Director/Whole Time Director/manager (including chief executive officer/manager, in case they are not part of the Board) and shall specifically include specifically include the functional heads, by whatever name called and the persons identified and designated as Key Managerial Personnel, other than the board of directors, by the Company.
- xxii. **“Subsidiary”** means a company as defined in Section 2(87) of the Act read with relevant Rules prescribed thereunder.

4. *Any other term not defined herein shall have the same meaning as defined in the Act, the SEBI LODR Regulations, Securities Contracts (Regulation) Act, 1956 or any other Applicable Law or Regulation in force.*

MATERIAL MODIFICATION OF RELATED PARTY TRANSACTION:

Material modification to such Related Party Transaction means and includes any modification to an existing related party transaction that results in a variance of 20% of the existing limit as sanctioned by the Audit Committee / Board / Shareholders, as the case may be or Rs 1 crore, whichever is higher subject to the conditions as specified in Listing Regulations and Companies Act 2013.

ASCERTAINING AND IDENTIFICATION OF RELATED PARTY

1. ASCERTAINING RELATED PARTY:

- a) Every director, promoter, promoter group and Key Managerial Personnel shall at the beginning of the financial year at the first meeting of the Board in which he participates and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the disclosures already made, provide information by way of written notice to the Company regarding his concern or interest in the entity with specific concern to parties which may be considered as Related Party with respect to the Company and shall also provide the list of Relatives which are regarded as Related Party as per this Policy.
- b) Directors, promoters, promoter group and Key Managerial Personnel are also required to provide information regarding their engagement with other entities during the financial year which may be regarded as Related Party according to this Policy.
- c) Subsidiaries of the Company, if any, before entering into a Related Party Transaction which may require approval of the Audit Committee & members of the Company under this Policy, to the attention of the Company about such proposed Related Party Transaction(s), so that the requisite approvals can be obtained by the Company.
- d) Company Secretary shall at all times maintain a database of Company's Related Parties in Management Information System (MIS) and which shall be updated whenever necessary and be reviewed in each quarter.

Once the Related Party Transactions are identified, the Management shall categorize the transactions under the following categories as per the Industry Standards and place applicable disclosures before the Committee seeking approval:

- a. Material Related Party Transactions
- b. Other Related Party Transactions, but with promoter or promoter group or person/ entity in which promoter or promoter group has concern or interest.
- c. Residual Related Party Transactions.

REVIEW AND APPROVAL MECHANISM OF RELATED PARTY TRANSACTIONS

4.1 Audit Committee Approval: -

For all Related Party Transactions and subsequent Material Modifications under the SEBI LODR Regulations prior approval of the Audit Committee of the Company shall be required and only those members of the Audit Committee, who are independent directors, shall approve Related Party Transactions.

The Audit Committee shall consider the following factors while deliberating the Related Party Transactions and subsequent Material Modifications for its approval:

- i) Name of party and details explaining nature of relationship
- ii) Duration of the contract and particulars of the contract and arrangement
- iii) Nature of transaction and material terms thereof including the value, if any.
- iv) Manner of determining the pricing to ascertain whether the same is on arm's length
- v) Business rationale and benefits for entering into such transaction
- vi) Rationale for the Material Modification and
- vii) Any other information relevant or important for the Committee to take a decision on the proposed transaction

The Audit Committee, at the time of approval of Related Party Transaction(s), shall take into consideration the certificate to be placed before it by the Chief Executive Officer or Chief Financial Officer or any other Key Managerial Personnel of the Company, confirming that the Related Party Transaction(s) to be entered into are not prejudicial to the interest of public shareholders of the Company and the terms and conditions of the proposed Related Party Transaction(s) are not unfavourable to the Company, compared to terms and conditions, had similar transaction(s) been entered into with an unrelated party. This certificate shall be placed before the Committee in terms of the Industry Standards.

The Audit Committee may grant omnibus approval for the proposed Related Party Transaction subject to the following conditions:

- a) The Audit Committee shall laydown the criteria for granting omnibus approval for Related Party Transactions proposed to be entered into by Laxyo under section 177(4)(iv) of the Act read with rule 6A of the Companies (Meetings of Board and its Powers) Rules, 2014 and regulation 23(3) of the SEBI LODR Regulations, provided it is satisfied that there is a need to grant such approval and such approval is in the interest of Laxyo. It shall be taken for all transactions proposed to be undertaken during the next financial year, before the start of such financial year. Such approval may be granted by Audit Committee for the proposed transaction and such approval shall be applicable in respect of transactions which are repetitive in nature;
- b) The Audit Committee shall satisfy itself regarding the need for such omnibus approval and that such approval is in the interest of the Company;
- c) Such omnibus approval shall specify the following:
 - Name(s) of the Related Party;
 - Nature of the transaction;

- Period of transaction;
 - Maximum amount of transaction that can be entered into;
 - The indicative base price / current contracted price and the formula for variation in the price, if any,
 - minimum information about the Related Party Transactions as per the provisions of the Industry Standards and;
 - Such other conditions as the Audit Committee may deem fit.
- d) The Audit Committee shall review, at least on a quarterly basis, the details of Related Party Transactions entered into by the Company pursuant to each of the omnibus approval given. Further, such omnibus approvals shall be valid for a period not exceeding one financial year and shall require fresh approvals after the expiry of the financial year;
- e) In such cases where the need for Related Party Transaction cannot be foreseen at the time of the omnibus approval for the year and details as required above are not available, the Audit Committee may grant omnibus approval for such transactions subject to their value not exceeding Rs. 1 crore per transaction. Where the Audit Committee does not approve the transaction, it shall make its recommendation to the Board;
- f) The Related Party Transaction to which subsidiary, if any, of Laxyo is a party but Laxyo is not a party, shall require prior approval of the audit committee of Laxyo if the value of such transaction individually or taken together with previous transactions during a financial year if the value of such transaction exceeds the lower of (i) ten per cent of the annual standalone turnover of the subsidiary as per the last audited financial statements of the subsidiary; (ii) or the threshold for Material Related Party Transactions;
- g) In the event of a Related Party Transaction above rupees one crore, whether entered into individually or taken together with previous transactions during a financial year, to which the Subsidiary of the Company is a party but the Company is not a party and such Subsidiary does not have audited financial statements for a period of at least one year, prior approval of the Audit Committee of the Company shall be obtained if the value of such transaction exceeds the lower of the following: (i) ten percent of the aggregate value of paid-up share capital and securities premium account of the subsidiary; or (ii) the threshold for Material Related Party Transactions;
- h) Prior approval of the Audit Committee of the Company shall not be required for a Related Party Transaction to which the Subsidiary is a party but the Company is not a party, if regulation 23 and sub-regulation (2) of regulation 15 of SEBI LODR Regulations are applicable to such Subsidiary.
- i) Where any transaction not exceeding Rs. 1 Crore, which is considered as Related Party Transaction exclusively as per Companies Act, 2013, is entered into by a director or any other employee, without obtaining the approval of the Audit committee and such transaction is not ratified by the Audit Committee at a meeting within three months from the date of transaction, such transaction shall be voidable at the option of the audit committee if the transaction is with the related party to any director or is authorized by any other director, the director concerned shall indemnify Laxyo against any loss incurred by it.
- j) For the Related Party Transaction exclusively as per SEBI LODR Regulations, 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) is not a Material Related Party Transaction;

- (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;
- (v) any other condition as specified by the Audit Committee:

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.

Where any contract or arrangement, which is considered as a Related Party Transaction exclusively as per Companies Act, 2013, is entered into by a director or any other employee, without obtaining the consent of the Board or the shareholders of Laxyo, such transaction shall 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 and in case such transaction is not ratified within the specified period, such contract or arrangement shall be voidable at the option of the Board or shareholders and if the contract or arrangement is with a Related Party to any director, or is authorized by any other director, the Directors concerned shall indemnify Laxyo against any loss incurred by it.

4.2 RELATED PARTY TRANSACTIONS THAT DO NOT REQUIRE APPROVAL:

The following Related Party Transactions do not require approval of Audit Committee/Board/ shareholders, as the case may be:

1. Remuneration and sitting fees paid by the listed entity or its subsidiary to its director, key managerial personnel or senior management, except who is part of promoter or promoter group, shall not require approval of the audit committee provided that the same is not Material Related Party Transaction.
2. Any transaction including subsequent Material Modification entered into between (i) the Company and its wholly owned Subsidiary or (ii) between two wholly owned Subsidiaries, whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval.
3. Any Transaction including subsequent Material Modifications, entered into by a listed Subsidiary of the Company, which is required to comply with Regulation 15(2) and Regulation 23 of SEBI LODR Regulations, provided the Company is not a party to such transaction.
4. Any transaction in respect of a resolution plan approved under section 31 of the Insolvency Code, subject to the event being disclosed to the recognized stock exchanges within the prescribed timeline.
5. Subject to the provisions of the Act, in the event the Company becomes aware of a transaction with a related party that has not been approved in accordance with this Policy prior to its consummation, the matter shall be reviewed by the Audit Committee. The Audit Committee shall consider all 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.
6. 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 as it deems appropriate.
7. In any case, where the Audit Committee determines not to ratify a related party transaction that has been commenced without approval, the Audit Committee, as appropriate, may direct additional actions including, but not limited to, discontinuation of the transaction or seeking the approval of the shareholders, payment of compensation for the loss suffered by the related party, etc. In connection with any review/approval of

a related party transaction, the Audit Committee has authority to modify or waive any procedural requirements of this Policy.

Board of Directors Approval: -

- a. All Related Party Transactions defined under Section 188 of the Act and being not in the ordinary course of business of the Company and/ or not on an arm's length basis, shall require approval of the Board.
- b. All Material Related Party Transactions, requiring the approval of the shareholders, shall also need to be approved by the Board.

Such approval of Board may be obtained at a duly convened meeting only.

4.3 Shareholder's Approval: -

All Related Party Transactions which are not in Ordinary Course of Business or not at an Arm's Length and exceeding prescribed Materiality Threshold shall require prior approval of the Shareholders.

In addition to above, all Material Related Party Transactions and subsequent Material Modifications shall require approval of shareholders through resolution (after due approval by the Board).

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.

The Company shall place all the information, as specified in Industry Standards read with the provisions of SEBI LODR Regulations, Companies Act, 2013 as well as additional information specified by SEBI from time to time, in the explanatory statement to the notice being sent to shareholders seeking their approval for proposed Related Party Transactions as applicable.

In case, there is a material or substantial change in terms and conditions of existing Related Party Transaction, then it would be governed by this policy.

5. IDENTIFICATION OF POTENTIAL RELATED PARTY TRANSACTIONS

- 5.1. The Related Parties of the Company would have to be identified and ascertained in light of the aforementioned definition of Related Party.
- 5.2. Each director and key managerial personnel of the Company shall disclose to the Company, a list of all persons, companies, firms, body corporates and other entities (together with their interest/holding thereunder) who/which would be categorized as a Related Party to the Company. The disclosure shall be submitted to the Company (i) at the time of appointment of such person to office; and (ii) at the first meeting of the Board held in every financial year, or whenever there is any change in the disclosures already made, then at the first Board meeting held after such change.
- 5.3 The obligations of the directors and key managerial personnel of the Company to disclose their interest as required under the Act are in addition and not in substitution of the aforementioned obligations. In addition, the directors must give an undertaking that all business transactions entered into between the Company and themselves comply with the terms of this Policy.
- 5.4 Similarly, the disclosure obligations of the directors and key managerial personnel hereunder would not supersede or prevail over the right and obligation of the Audit Committee to evaluate and determine whether a party is a Related Party, whose decision shall be final.

5.5 In order to determine potential Related Party Transactions, the Company shall at the beginning of a financial year, obtain from below entities about all such person/ parties which shall be considered as related parties of the Company as per SEBI LODR Regulations or Section 185 / 192 of Companies Act 2013, within 15 days from the end of the financial year and within 7 days from the date of change in latest disclosure given:-

- a) Every promoter of the Company;
- b) Member of promoter group;
- c) Director of the Company;
- d) Key Managerial Personnel of the Company;
- e) Holding Company/ parent of the Company;
- f) Subsidiaries of the Company;
- g) Associates of the Company; and
- h) Joint ventures of the Company.

5.6 The Company shall ensure that due approvals of the Audit Committee/Shareholders of the Company are in place before undertaking transactions with Related Parties and with any person/entity, the purpose and effect of which is to benefit a Related Party.

5.7 REPORTING OF RELATED PARTY TRANSACTIONS

a) Every contract or arrangement, which is required to be approved by the Board / shareholders under this Policy, shall be referred to in the Board's report to the shareholders along with the justification for entering into such contract or arrangement.

b) Every Material Related Party Transactions or Related Party Transaction exceeding the Materiality Threshold or Related Party Transaction which is not on Arm's Length basis or such other details as may be required under the Act or SEBI LODR Regulations shall be disclosed in the Annual Report with proper justification for entering into such transactions.

c) The details of Material Related Party will be included in the corporate governance reports which are required to be submitted to the stock exchanges on a quarterly basis, once the Company is listed on one or more of the recognized stock exchange.

d) The Company shall disclose the policy on dealing with Related Party Transactions on its website and a web link thereto shall be provided in the Annual Report of the Company.

e) Details of RPTs shall be submitted to the stock exchanges in the format as specified by SEBI from time to time on half-yearly basis and copy of the same will be posted on the website of the Company, once the Company is listed on one or more of the recognized stock exchange.

f) The Company shall submit on the date of publication of its standalone and consolidated financial results for the half year, disclosures of related party transactions on a consolidated basis, in the format specified in the relevant accounting standards for annual results to the stock exchanges and publish the same on its website, once the Company is listed on one or more of the recognized stock exchange.

6. DISCLOSURES

- 6.1 All required disclosures with respect to Related Party Transactions shall be made in accordance with the requirement of Companies Act and SEBI LODR Regulations. As per Regulation 23(9) of the SEBI LODR Regulations, the Company shall submit within as on the date of publication of its financial results for the half year, disclosures of Related Party Transactions, in the format specified in the relevant accounting standards for annual results to the stock exchanges and publish the same on its website once the Company is listed on one or more of the recognized stock exchange.
- 6.2 Details of all material transactions with related parties shall be disclosed along with the compliance report on corporate governance mentioned in clause (a) of sub-regulation (2) of SEBI LODR Regulations.

7. LIMITATION

- 7.1 In the event of any conflict between the provisions of this Policy and of the SEBI LODR Regulations/ Act or any other statutory enactments, rules, then, the provisions of the SEBI LODR Regulations / Companies Act, 2013 or other statutory enactments, rules, as the case may be shall prevail over this Policy and shall be adhered to accordingly by all concerned.

8. APPLICATION OF MATERIALITY ON RELATED PARTY TRANSACTIONS

- 8.1 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 exceed the threshold limits prescribed under the SEBI LODR Regulations and/or under Section 188 read with the Companies (Meetings of Board and its Powers) Rules, 2014 of the Act as may be applicable to a particular Related Party Transaction.

Materiality Threshold for Related Party Transaction:

A. Under the Companies Act, 2013

Sr. No.	Nature of Transaction	*Limits for the time being in force (as per Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014)
1.	Sale, purchase or supply of any goods or materials directly or through appointment of agents.	Amounting to ten percent or more of the turnover of the Company. For the transaction or transactions to be entered into either individually or taken together with the previous transactions during a financial year.
2.	Buying, selling or disposing of property of any kind directly or through appointment of agents.	Amounting to ten percent or more of the net worth of the Company. For the transaction or transactions to be entered into either individually or taken together with the previous transactions during a financial year.
3.	Leasing of any kind of property.	Amounting to ten per cent or more of the turnover of the Company. For the transaction or transactions to be entered into either individually or taken

		together with the previous transactions during a financial year.
4.	Availing or rendering of any services directly or through appointment of agents.	Amounting to ten percent or more of the turnover of the Company. For the transaction or transactions to be entered into either individually or taken together with the previous transactions during a financial year.
5.	For appointment to any office or place of profit in the company, its subsidiary company or associate company.	Where monthly remuneration exceeding Rs. 2,50,000.
6.	Remuneration for underwriting the subscription of any securities or derivatives thereof, of the Company.	For amount exceeding 1% of net worth [^] of the Company.
*shall be considered as amended from time to time in line with the amendment in Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 by the Central Government.		
[^] Annual turnover and net worth referred above shall be computed as per audited financial statements for the preceding financial year.		

B. As per SEBI LODR Regulations

A Related Party Transaction shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds the thresholds specified in Schedule XII.

8.2 Further, with effect from July 01, 2019, 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.

8.3 The limits specified at serial numbers 1 to 6 in the above table shall apply for transaction(s) to be entered into either individually or taken together with the previous transactions during a financial year.

8.4 The Turnover or Net Worth mentioned in above table shall be computed on the basis of the Audited Financial Statement of the preceding financial year.

8.5 All Material Related Party Transactions shall require approval of the shareholders through resolution and no Related Party shall vote to approve such resolutions whether the entity is a Related Party to the particular transaction or not:

Provided that the requirements specified under this sub-regulation shall not apply in respect of a resolution plan approved under Section 31 of the Insolvency Code,

subject to the event being disclosed to the recognized stock exchanges within one day of the resolution plan being approved.

9. MONITORING AND REPORTING

9.1 The annual report of the LAXYO shall contain related party disclosures as specified in Act and as specified in Para A of Schedule V of SEBI LODR Regulations.

9.2 The Policy shall also be disclosed on the website of LAXYO for public information.

10. AMENDMENTS

10.1 This Policy shall be reviewed by the Board of Directors at least once every three years and updated accordingly.

10.2 This Policy shall be governed by Regulation 23 of SEBI LODR Regulations, or such other Rules / Regulations, as may be notified by SEBI from time to time as well as the Act read with Rules made therein under, as may be notified by the ministry of corporate affairs and in force for the time being. Accordingly, interpretation of any of the provisions should be made in consistence thereto in the implementation of this policy. Any subsequent notification, circular, guidelines or amendments under Companies Act, 2013, SEBI LODR Regulations, Ind AS and all other applicable laws / rules, as may be issued from time to time shall be mutatis mutandis applicable.

10.3 Any or all provisions of this Policy would be subject to revision / amendment in accordance with the Rules, Regulations, Notifications, etc. on the subject as may be issued by relevant statutory authorities, from time to time. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this policy, then such amendment(s), clarification(s), circular(s), etc. shall prevail upon the provisions hereunder and this policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s), etc.

Summary of the approval and consideration/recommendation mechanism under the SEBI LODR Regulations and the Companies Act, 2013

Details of Transaction(s)	Details of Transaction(s) Approving Authority
All Related Party Transactions and any subsequent Material Modification.	Audit Committee
Related Party Transactions which are not in Ordinary Course of Business or not on arm's length basis or both (below Materiality Threshold).	Recommendation by Audit Committee to the Board for approval. Approval by the Board.

<p>Material Related Party Transactions & Related Party Transactions which are not in Ordinary Course of Business or not on arm's length basis or both (above Materiality Threshold).</p> <p>Except the following:</p> <ul style="list-style-type: none"> i. Transactions entered into between a holding 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; ii. Transactions entered into between two wholly-owned subsidiaries of the listed holding company, whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval; iii. Any transaction that involves provision of compensation to a director or Key Managerial Personnel in connection with his or her duties to the Company or that of any of its subsidiaries or associates, including the reimbursement of reasonable business and travel expenses incurred in the ordinary course of business; and iv. A resolution plan approved under section 31 of the Insolvency Code, as amended. 	<p>Recommendation by Audit Committee to the Board for approval.</p> <p>Recommendation by the Board to Shareholders.</p> <p>Approval by the Shareholders.</p>
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