

POLICY ON DEALING WITH AND MATERIALITY OF RELATED PARTY TRANSACTIONS

1. PURPOSE

This Policy is adopted by **Kanohar Electricals Limited** ("Company") to regulate Related Party Transactions ("RPTs") in accordance with Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations")

Accordingly, the Board has adopted the Policy vide Board Resolution dated January 10, 2026 which can be further amended from time to time.

2. DEFINITIONS

- a. **"Related Party"** shall have the meaning assigned under the Companies Act, 2013 and SEBI (LODR) Regulations.
- b. **"Related Party Transaction" or "RPT"** means any transfer of resources, services or obligations between the Company and a Related Party, whether or not a price is charged.
- c. **"Material Related Party Transaction"** means a Related Party Transaction which exceeds the materiality threshold prescribed under Schedule XII of Regulation 23(1) of the SEBI (LODR) Regulations, as amended from time to time.

3. APPROVAL OF RELATED PARTY TRANSACTIONS

- All RPTs shall require prior approval of the Audit Committee.
- The Audit Committee may grant omnibus approval for RPTs in accordance with applicable law. The Audit Committee shall lay down the criteria for granting the omnibus approval in line with the policy on related party transactions as per Rule 6A of Companies (Meeting of Board and its Powers) Rules, 2014 of Companies Act 2013 and other applicable provisions of law.
- Transactions entered into in the ordinary course of business and at arm's length basis shall be identified and reported to the Audit Committee.
- In determining whether a Related Party Transaction is in the ordinary course of business and at arm's length basis, the Audit Committee may consider, inter alia, the nature of the transaction, comparable market practices and pricing, and whether similar transactions are undertaken with unrelated parties.

4. MATERIAL RELATED PARTY TRANSACTIONS

Material RPTs shall require approval of the shareholders in accordance with applicable law. Related parties shall abstain from voting on such resolutions.

5. DISCLOSURE

The Company shall make disclosures of RPTs as required under applicable law and accounting standards.

6. AMENDMENT

The Audit Committee may amend this Policy to the extent permitted under applicable law.

7. PUBLICATION

This Policy shall be disclosed on the website of the Company.