

Policy on Related Party Transactions

1. Overview

1.1 Objective

The Board of Directors (the “Board”) of Accelya Solutions India Limited (the “Company” or “ASIL”) has adopted the following policy and procedures with regard to Related Party Transactions as defined below. The Board may review and amend this policy from time to time.

This policy is intended to ensure that all necessary approvals are obtained and all reporting requirements are duly complied with in respect of transactions between the Company and any of its directors, Key Managerial Personnel and their relatives, subsidiaries of the Company or its holding company or entities in which directors are interested. Related Party Transactions are appropriate provided they are in the best interests of the Company and are not in any potential conflict with the interests of the Company.

1.2 Definitions

1.2.1 Related Party Transaction: Related party transaction means any contract or arrangement with a related party with respect to:

- (a) sale, purchase or supply of any goods or materials;
- (b) selling or otherwise disposing of, or buying, property of any kind;
- (c) leasing of property of any kind;
- (d) availing or rendering of any services;
- (e) appointment of any agent for purchase or sale of goods, materials, services or property;
- (f) such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company;
- (g) underwriting the subscription of any securities or derivatives thereof, of the company and
- (h) any other transaction with any related party.

1.2.2 Related Party with reference to the Company means:

1. a director or his/her relative;
2. a key managerial personnel (KMP) or his/her relative;
3. a firm in which a director, manager or his/her relative is a partner;
4. a private limited company in which a director or manager is a member or director;
5. a public limited company in which a director or manager is a director and holds along with his/her relatives, more than 2% of its paid-up share capital;
6. any body corporate whose Board of Directors, managing director or manager is accustomed to act in accordance with the advice, directions or instructions of a director or manager;
7. any person on whose advice, directions or instructions a director or manager is accustomed to act;
8. any company which is—
 - (a) a holding, subsidiary or an associate company of such company; or
 - (b) a subsidiary of a holding company to which it is also a subsidiary.
9. any person or a close member of that person's family having control or significant influence over the Company.
10. any entity which is a subsidiary of the holding company of the Company

Provided that a director or key managerial personnel of the holding company or his/her relative shall be deemed to be a related party.

1.2.3 Key Managerial Personnel: "Key Managerial Personnel" in relation to the Company means Chief Executive Officer or the Managing Director or the Manager, Company Secretary, Whole-time Director, Chief Financial Officer and such other officer as may be prescribed under the Companies Act, 2013 ("the Act") or rules made there under.

1.2.4 Relative: Relative, with reference to a person, means any one who is related to another, if:

- (1) they are members of a Hindu Undivided Family
- (2) they are husband and wife

A person shall be deemed to be a relative of another, if he or she is related to another in the following manner, namely:

- (i) Father
- (ii) Mother
- (iii) Son
- (iv) Son's wife.
- (v) Daughter
- (vi) Daughter's husband.
- (vii) Brother
- (viii) Sister.

1.2.5 Arm's length transaction: "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.

1.3 Effective Date

This Policy is effective from 1 April 2014.

1.4 Exceptions

Any exceptions to the Policy on Related Party Transactions must be consistent with the Act including rules made there under and will require prior approval of the Board.

2 Disclosures

2.1 Disclosure of Interest

2.1.1 Every director and Key Managerial Personnel shall at the first meeting of the Board in which he/she participates as a director or Key Managerial Personnel, as the case may be, and thereafter at the first meeting of the Board 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, disclose his/her concern or interest in any company or companies or bodies corporate, firms, or other association of individuals which shall include the shareholding, in such manner as may be prescribed.

2.1.2 Every director of the Company who is in any way, whether directly or indirectly, concerned or interested in a contract or arrangement or proposed contract or arrangement entered into or to be entered into—

- (a) with a body corporate in which such director or such director in association with any other director, holds more than two per cent shareholding of that body corporate, or is a promoter, manager, Chief Executive Officer of that body corporate; or
- (b) 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/her 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 contract or arrangement, he/she shall, if he/she becomes concerned or interested after the contract or arrangement is entered into, disclose his/her concern or interest forthwith when he/she becomes concerned or interested or at the first meeting of the Board held after he/she becomes so concerned or interested.

Schedule I of this Policy provides:

- a) the list of companies, body corporates, firms and other association of individuals in which Directors are interested and
- b) the list of Directors and Key Managerial Personnel and their relatives.

2.1.3 Where there is any change in the disclosure already made by a director and the director intimates such change to the Board, the said change shall be made in Schedule I of this Policy and this Policy shall stand amended to that effect.

Further, if any person is appointed as director of the Company and thereafter makes disclosure of his / her concern or interest in any company or companies or bodies corporate, firms, or other association of individuals, the list of such company or companies or bodies corporate, firms, or other association of individuals shall be included in Schedule I of this Policy and this Policy shall stand amended to that effect.

2.2 Other Disclosures

2.2.1 Details of all material transactions with related parties shall be disclosed to the stock exchanges on a quarterly basis along with the compliance report on corporate governance.

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.

2.2.2 The Company shall disclose policy on dealing with Related Party Transactions on its website and also in the Annual Report.

3. Approvals

3.1 Audit Committee Approval

All Related Party Transactions entered into by the Company irrespective of the fact that it is in its ordinary course of business or is at arm's length basis shall require prior approval of the Audit Committee.

3.2 Board Approval

All Related Party Transactions entered into by the Company which are not in its ordinary course of business or are not on arm's length basis shall require prior approval of the Board of Directors.

3.3 Shareholders' Approval

3.1 All Related Party Transactions entered into by the Company which are not in its ordinary course of business or are not on arm's length basis shall also require prior approval of the shareholders.

3.2 All material Related Party Transactions shall require approval of the shareholders through special resolution.

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.

3.3 The related party/parties who is interested in the transaction shall abstain from voting on such resolutions.

4. Approval Process

4.1 In the beginning of every financial year, a gist of all transactions proposed to be entered into with the Related Parties with estimated values shall be presented to the Audit Committee for its approval.

4.2 At every meeting of the Audit Committee held during each quarter, details of actual transactions against estimated transactions entered with Related Parties shall be presented to the Audit Committee for its records.

- 4.3 In case of any new transactions to be entered with the Related Parties which are not approved at the beginning of the financial year, the estimated value of the transactions shall be presented to the Audit Committee for its approval either at the meeting of the Audit Committee or by a circular resolution.
- 4.4 In case the value of any transactions with Related Party exceeds the limit approved by the Audit Committee, a fresh approval for revised estimate shall be required to be obtained from Audit Committee immediately either at the meeting of the Audit Committee or by a circular resolution.
- 4.5 If in the opinion of the Audit Committee any Related Party Transaction is not in its ordinary course of business or not at arm's length basis, the same shall be reported to the Board of Directors.
- 4.6 Board of Directors shall review the transaction and either approve the transaction or disapprove it.
- 4.7 If the Board approves the transaction, it shall recommend the same for the approval of shareholders.

5. General Criteria For Approving Related Party Transactions

In determining whether to approve, ratify, disapprove or reject a Related Party Transaction, the Audit Committee as appropriate, shall take into account, among other factors it deems appropriate, whether the transaction is entered into as if it is an Arm's length transaction and in the ordinary course of business; and the extent of the Related Party's interest in the transaction. The Board Audit Committee shall review the following information when assessing a Related Party Transaction:

- The terms of such transaction;
- The Related Party's interest in the transaction;
- The purpose and timing of the transaction;
- Whether the Company is a party to the transaction, and if not, the nature of the Company's participation in the transaction;
- If the transaction involves the sale of an asset, a description of the asset, including date acquired and costs basis;

- The approximate value of the transaction;
- Description of any provisions or limitations imposed as a result of entering into the proposed transaction;
- Whether the proposed transaction includes any potential reputational risk issues that may arise as a result of or in connection with the proposed transaction and
- Any other relevant information regarding the transaction

6. Unapproved Related Party Transactions

In the event the Audit Committee becomes aware of a Related Party Transaction with a Related Party that has not been approved under this Policy prior to its consummation, the matter shall be reviewed by the Board. The Board shall consider all the relevant facts and circumstances regarding the Related Party Transactions, including the items listed in Section 5 above, and shall evaluate all options available to the Board, including ratification, revision or termination of the Related Party Transaction. The Board shall also examine the facts and circumstances pertaining to the failure of reporting such Related Party Transaction, and shall take such action it deems appropriate.

7. Pre-Approved Related Party Transactions

The Board has determined that each of the types of Related Party Transactions listed below shall be deemed to be pre-approved or ratified and shall not require review or approval by the Board provided these transactions are, in the opinion of the Board, Arm's length transactions and are in the ordinary course of business.

- a) **Remuneration or compensation or reimbursement of expenses to Key Managerial Personnel:** Any remuneration or compensation payable to Key Managerial Personnel if the remuneration and compensation is in accordance with the policy, relating to the remuneration for the directors, key managerial personnel and other employees as referred to in section 178 of the Act. Also any re-imbusement of expenses incurred in the ordinary course of business incurred by the directors or key management personnel shall be deemed to be approved.

- b) **Director compensation:** Any remuneration or compensation paid to a member of the Board if the remuneration or compensation in accordance with the policy, relating to the remuneration for the directors, key managerial personnel and other employees as referred to in section 178 of the Act and also in accordance with the provisions of section 197 of the Act and rules made there under.

8. Gist of Contracts with Related Parties

Annexure 1 provides gist of contracts and/ or arrangements with related parties as on Effective Date of this Policy.

9. Consequences of non-compliance of Related Party Transactions and Related Party disclosures

9.1 The office of a director shall become vacant in case—

- (a) he/she acts in contravention of the provisions of section 184 of the Act relating to entering into contracts or arrangements in which he is directly or indirectly interested;
- (b) he/she fails to disclose his/her interest in any contract or arrangement in which he/she is directly or indirectly interested, in contravention of the provisions of section 184;

9.2 A person shall not be eligible for appointment as a director of a company, if he/she has been convicted of the offence dealing with related party transactions under section 188 of the Act at any time during the last preceding five years.

Schedule 1

1. List of companies / body corporates which are related to Accelya Solutions India Limited

Sr. No.	Name	Legal Status	Country	Nature of Relationship
1	Aurora UK Topco Limited	Body Corporate	Jersey	Ultimate Holding Company
2	Accelya Holding World S.L.U.	Body Corporate	Spain	Holding Company
3	Aurora UK Holdco Limited	Body Corporate	Jersey	Holding Company
4	Aurora UK Midco 1 Limited	Body Corporate	Jersey	Holding Company
5	Aurora UK Midco 2 Limited	Body Corporate	Jersey	Holding Company
6	Aurora UK Bidco Limited	Body Corporate	Jersey	Holding Company
7	Aurora Lux Finco S.a.r.l.	Body Corporate	Luxembourg	Holding Company
8	Accelya UK Topco Limited	Body Corporate	UK	Holding Company
9	Accelya UK Holdco Limited	Body Corporate	UK	Holding Company
10	Accelya UK Finco Limited	Body Corporate	UK	Holding Company
11	Accelya UK Midco Limited	Body Corporate	UK	Holding Company
12	Accelya UK Bidco Limited	Body Corporate	UK	Holding Company
13	Accelya Lux S.a.r.l.	Body Corporate	Luxembourg	Fellow Subsidiary
14	Accelya World, S.L.U	Body Corporate	Spain	Fellow Subsidiary
15	Accelya Tunisie, S.à R.L.	Body Corporate	Tunisia	Fellow Subsidiary
16	Accelya UK Limited	Body Corporate	UK	Fellow Subsidiary
17	Anari Limited	Body Corporate	UK	Fellow Subsidiary
18	Accelya America S.A. de C.V.	Body Corporate	Mexico	Fellow Subsidiary
19	Accelya Portugal Unipessoal, Ltda.	Body Corporate	Portugal	Fellow Subsidiary
20	Accelya France SAS	Body Corporate	France	Fellow Subsidiary
21	Accelya Middle East FZE	Body Corporate	UAE	Fellow Subsidiary
22	Accelya Services India Pvt. Ltd.	Private Company	India	Fellow Subsidiary
23	Accelya Solutions Americas Inc.	Body Corporate	USA	Subsidiary
24	Accelya Solutions UK Limited	Body Corporate	UK	Subsidiary
Sr.	Name	Legal Status	Country	Nature of

Policy on Related Party Transactions

No.				Relationship
25	Catapult Holding Inc.	Body Corporate	US	Fellow Subsidiary
26	Catapult International LLC	Body Corporate	US	Fellow Subsidiary
27	Catapult International LLC – Hong Kong Limited	Body Corporate	Hong Kong	Fellow Subsidiary
28	Mercator Solutions US Inc.	Body Corporate	US	Fellow Subsidiary
29	Accelya US, Inc.	Body Corporate	US	Fellow Subsidiary
30	S N Consultants	Firm	India	Mr. Sekhar Natarajan is a Partner
31	Maharashtra Hybrid Seeds Company Pvt. Ltd.	Private Company	India	Mr. Sekhar Natarajan is a Director
32	INARCO Pvt. Ltd.	Private Company	India	Mr. Nani Javeri is a Director
33	Keva Fragrances Pvt. Ltd.	Private Company	India	Ms. Sangeeta Singh is a Director

2. List of Directors and Key Managerial Personnel and their relatives

S.No.	Name	Designation	Name of Relative	Relationship
1	Sekhar Natarajan	Director	Manakkal Ramaswamy Natarajan	Father
			Kamala Natarajan	Mother
			Mala Sekhar	Wife
			Aparna Sekhar	Daughter
			Shreyas Sridhar	Daughter's Husband
			Upasana Sekhar	Daughter
			Ramani Natarajan	Brother
			Malathi Venkateswaran	Sister
2	Nani Javeri	Director	Byram Javeri	Father
			Rutty Javeri	Mother
			Shirin Javeri	Wife
			Laila Karan	Daughter
			Amith Karan	Daughter's Husband
			Navaz Javeri	Sister
3	Gurudas Shenoy	Chief Financial Officer	Vasudev Shenoy (Deceased)	Father
			Suman Shenoy	Mother
			Anushree Shenoy	Wife
			Mihika Shenoy	Daughter
			Jagdish Shenoy	Brother
			4	Ninad Umranikar
Violina Umranikar (Deceased)	Mother			
Aparna Umranikar	Wife			
Janhavi Umranikar	Daughter			
Nishad Umranikar	Brother			

Policy on Related Party Transactions

Sr. No.	Name	Designation	Name of Relative	Relationship
5	Jose Maria Hurtado	Non-Executive Non-Independent Director	José Hurtado	Father
			Dolores	Mother
			Ana	Wife
			Enric	Son
			Lucía	Daughter
			Montserrat	Sister
6	Sangeeta Singh	Director	Shyam Godbole	Father
			Meena Godbole	Mother
			Kapiljit Singh	Husband
			Sohail Singh	Son
			Roxanne Irani	Son's Wife
			Kavita Godbole	Sister
			Swarada Rasam	Sister
			Ragini Basrur	Sister
7	John Johnston	Chief Executive Officer of Accelya Group and Chairman of ASIL	Martin Alfred (Deceased)	Father
			Patricia Ann	Mother
			Chantal Kerschenmeyer	Wife
			Adam James Fountain-Johnston	Son
			Selina Jane Fountain- Johnston	Daughter
			Alison Gina Fountain- Johnston	Daughter
8	Neela Bhattacharjee	Managing Director	Arunabha Bhattacharjee	Husband
			Sudha Surendra Padhye	Mother
			Tanmay Bhattacharjee	Son
			Ashaita Mahajan	Son's Wife