WHITE ORGANICS

it's Pure

WHITE ORGANIC AGRO LIMITED

(FORMERLY KNOWN AS WHITE DIAMOND INDUSTRIES LIMITED)

CIN: L01100MH1990PLC055860

POLICY ON DEALING WITH RELATED PARTY TRANSACTIONS

Date of Original adoption / Revision	Effective date of Policy
Revision:	28th August, 2025

1. Introduction

The Board of Directors (the "Board") of **White Organic Agro Limited** (the "Company"), adopted the policy and procedures with regard to Related Party Transactions (RPT) as defined below, in compliance with the requirements of Section 188 of the Companies Act 2013 (the "Act") and Rules made thereunder and any subsequent amendments thereto and in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), in order to ensure the transparency and procedural fairness of Related Party Transactions.

2. Purpose

Regulation 23 of Listing Regulations *inter alia* provides that the Company shall formulate a Policy on materiality of Related Party Transactions and on dealing with Related Party Transactions. This Policy intends to comply with the requirements of Listing Regulations (as may be amended from time to time) and the Act, read with Rules made thereunder, to ensure proper approval and reporting of dealings with Related Parties.

This policy aims to chart out procedures to ensure that the transactions with related parties are fair. This policy also intends to ensure the transparency of approval process and disclosures requirements to ensure fairness in the conduct of related party transactions, in terms of the applicable laws. This Policy shall supplement the Company's other policies in force that may be applicable to or involve transactions with related parties.

3. Definition

A. ***"Act"*** means Companies Act, 2013.

B. ***"Applicable Law"*** includes (a) the Act and the rules made thereunder; (b) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 any other statute, law, standards, regulations or other governmental instruction relating to Related Party Transactions and amendments made thereto.

C. ***"Audit Committee or Committee"*** means Committee of Board of Directors of the Company constituted under provisions of Listing Regulations and the Act.

D. ***"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.

E. ***"Board"*** means Board of Directors of the Company.

F. ***"Key Managerial Personnel or KMP"*** in relation to a Company, means:

i. the Chief Executive Officer or the Managing Director or the Manager;
ii. the Company Secretary;
iii. the Whole-time Director;
iv. the Chief Financial Officer;
v. such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board.

G. ***"Listing Regulations"*** means SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

H. ***"Material Related Party Transaction under the Act"*** means transactions by the Company with related parties defined under Section 2 (76) of the Act of following nature, that are either not in the ordinary course of business or not on an arm's length basis:

i. sale, purchase or supply of any goods or materials, directly or through appointment of agent, amounting to 10% or more of the turnover of the Company;
ii. selling or otherwise disposing of, or buying, property of any kind directly or through appointment of agent, amounting to 10% or more of the net worth of the Company;
iii. leasing of property of any kind amounting to 10% or more of the turnover of the Company;
iv. availing or rendering of any services directly or through appointment of agent, amounting to 10% or more of the turnover of the Company;
v. such related party's appointment to any office or place of profit in the Company, its subsidiary company or associate company at a monthly remuneration exceeding Rs. 2,50,000; and
vi. remuneration for underwriting the subscription of any securities or derivatives thereof, of the Company exceeding 1% of the net worth.

Explanation – (1) The turnover or net worth referred above shall be computed on the basis of the audited financial statement of the preceding financial year.

(2) Limits specified in sub-clause (i) to (iv) shall apply for transaction or transactions to be entered into either individually or taken together with the previous transactions during a financial year.

I. ***"Material Related Party Transactions under the Listing Regulations"*** means:

a. a transaction with a related party, 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 of the Listing Regulations; or

b. Notwithstanding with above, a transaction involving payments made to a related party with respect to brand usage or royalty, value whereof taken 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 other threshold as may be laid down from time to time by Applicable Law.

J. ***"Ordinary course of Business"*** a transaction will be treated as transaction in ordinary course of business if -

(i) it is covered in Memorandum of Association of the Company;

(ii) activity is in furtherance of business objectives of the Company

(iii) the activity is routine and normal in business;

(iv) the income/expense is treated as business income or expense
(v) the transaction is common in industry; (vi) the activity is repetitive/frequent.

This list is not exhaustive, and the Company shall assess each transaction basis the type and nature.

K. ***Material Modifications*** Material modifications in relation to the Related Party Transaction(s) shall mean any change / variation / modification in an existing related party transaction / contract / arrangement, the financial effect of which is an increase in the per annum value of the relevant related party transaction / contract / arrangement by 10%.

Provided that, a modification mandated pursuant to change in law, or pursuant to and in accordance with the terms of the approved transactions/contracts, or resulting from change in constitution of either of the parties pursuant to schemes of arrangement (e.g. merger, amalgamation, demerger, etc.), or is of a nature which is purely technical and does not result in substantive change or alteration of rights, interests, and obligations of any of the parties, or is uniformly affected for similar transactions with unrelated parties shall not be regarded as material modification.

L. ***"Policy"*** means Related Party Transaction Policy.

M. ***"Related Party"*** means "Related Party" means Related Party as defined under Regulation 2

(1) (zb) of the Listing Regulations, as amended from time to time.

N. ***"Related Party Transactions"*** *means related party transaction as defined under Regulation 2(1)(zc) of the Listing Regulations, as amended from time to time.*

O. ***"Relative"*** with reference to any person, means anyone who is related to another, in the following manner –

- They are members of a Hindu Undivided Family;
- They are husband and wife; or
- Father (including step-father)
- Mother (including step-mother)
- Son (including step-son)
- Son's wife
- Daughter
- Daughter's husband
- Brother (including step-brother)
- Sister (including step-sister)

All other terms and references used but not defined herein shall have the same meaning as is assigned to them under the Act, the Listing Regulations and rules, regulations, notifications and circulars issued thereunder.

Interpretation

In any circumstance where the terms of this Policy differ from any existing or enacted law, rule, regulation governing the Company, the law, rule or regulation will take precedence over the provision of this Policy.

4. Policy

4.1 Identification

a) ***Responsibility of directors and KMPs***: Each director and KMP is responsible for providing notice to the Board or Audit Committee of any potential Related Party Transaction involving him or her or his or her Relative, including any additional information about the transaction that the Board/Audit Committee may reasonably request.

b) Time Line: The Company strongly prefers to receive such notice of any potential Related Party Transaction well in advance so that the Audit Committee/Board has adequate time to obtain and review information about the proposed transaction. Every director or KMP shall, within a period of thirty days of his appointment, or relinquishment of his office in other Companies, as the case may be, disclose to the Company the particulars relating to his/her concern or interest in other associations.

c) ***From Transfer Pricing Perspectives:*** The related parties as defined under the Income Tax Act, 1961 shall also be determined by the Legal/ Finance Team in accordance with the

relevant sections of the Act.

4.2 *Review*

a) The management will determine whether the transaction does, in fact, constitute a Related Party Transaction requiring compliance with this policy.

b) Following information shall be provided to the Audit Committee/Board (as the case may be) for the purpose of review for approval of a proposed RPT:

   i. Type, material terms and particulars of the proposed transaction;

   ii. Name of the related party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise);

   iii. Tenure of the proposed transaction (particular tenure shall be specified);

   iv. Value of the proposed transaction;

   v. The percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);

   vi. If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:

      i) details of the source of funds in connection with the proposed transaction;

      ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,

         - nature of indebtedness;
         - cost of funds; and
         - tenure;

      iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and

      iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.

   vii. Justification as to why the RPT is in the interest of the listed entity;

   viii. A copy of the valuation or other external party report, if any such report has been relied upon;

   ix. Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;

   x. Any other information that may be relevant

   xi. For transactions requiring omnibus approval:

      i. Maximum amount of transaction that can be entered into during the financial year.

      ii. Indicative base price / current contracted price and the formula for variation in the price, if any;

The Audit Committee/Board while granting approval for related party, it may consider following:

c) Guidance will be sought under the guidelines for transfer pricing as per the Income Tax Act,

1961.

d) Whether the transaction affects the independence of any independent director;
e) Whether there are any compelling business reasons for the Company to enter into the Related Party Transaction and the nature of alternative transactions, if any;
f) Whether the proposed transaction includes any potential reputational risk issues that may arise as a result of or in connection with the proposed transaction;
g) Whether prior approval of the Company was taken for the transaction; If prior approval was not taken, can the transaction be ratified; would such ratification be detrimental to the Company;
    - *In connection with any review of a Related Party Transaction, the Committee has authority to modify or waive any procedural requirements of this Policy.*

h) Whether the Related Party Transaction would present an improper conflict of interest for any director or KMP of the Company, taking into account the size of the transaction, the overall financial position of the director, Executive Officer or other Related Party, the direct or indirect nature of the director's, KMP's or other Related Party's interest in the transaction and the ongoing nature of any proposed relationship and any other factors the Board/Committee deems relevant.

4.3 Approval

4.3.1 Approval of Audit Committee

a) Following transactions shall require prior approval of the Audit Committee of the Company:

    i. All Related Party Transactions:
    ii. All subsequent Modification;
    iii. 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 a listed entity is a party but the listed entity is not a party, shall require prior approval of the audit committee of the listed entity if the value of such transaction, exceeds the lower of the following:
    (a) ten percent of the annual standalone turnover of the subsidiary as per the last audited financial statements of the subsidiary; or
    (b) the threshold for material related party transactions of listed entity as specified in Schedule XII of the Listing Regulations

b) The Audit Committee may grant omnibus approval for Related Party Transactions proposed to be entered by the Company or its subsidiary
c) The Audit Committee shall specify the criteria for granting omnibus approvals to the Related Party Transactions proposed to be entered into by the Company or its subsidiaries in the manner and to the extent prescribed under the Applicable Laws. Such omnibus approvals shall be valid for one financial year. The Audit Committee shall, while granting such omnibus approvals, satisfy itself about the adherence to the criteria so specified by it.
d) The omnibus approval shall specify:
    (i) the name(s) of the Related Party, nature of transaction, period of transaction,

maximum amount of transactions that shall be entered into,

(ii) the indicative base price / current contracted price and the formula for variation in the price if any; and

(iii) such other conditions as the audit committee may deem fit.

e) Where the need for Related Party Transaction cannot be foreseen and aforesaid details are not available, the Audit Committee may grant omnibus approval for such transactions subject to their value not exceeding rupees one crore per transaction.

f) In case of transaction, other than transactions referred to in section 188 of the Act, where the Audit Committee does not approve the transaction, it shall make its recommendations to the Board.

g) 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.

h) The Audit Committee shall also review the status of long-term (more than one year) or recurring Related Party Transactions on an annual basis.

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 conditions specified in the Listing Regulations

j) 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 listed entity against any loss incurred by it. Only members of the Audit Committee, who are Independent Directors, shall approve/ratify the related party transactions.

4.3.2 Approval of the Board

a) All Related Party Transactions covered under the Act and that are not entered into in the ordinary course of business or not on an arm's length basis will require prior approval of the Board of Directors.

b) If the Audit Committee is of opinion that a particular Related Party Transaction should be brought before the Board or if the Board in any case decides to review any such transaction;

c) In case any director is interested in any transaction with a Related Party, such director shall not be present at the meeting during discussions on the subject matter of the resolution relating to such transaction.

d) In case, any related party transaction is entered into without obtaining Board's approval and it is not ratified by the Board at a meeting within three months from the date of the transaction, such transaction shall be voidable at the option of the Board and if the transaction 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.

4.3.3 Approval of the shareholders

a) All Material Related Party Transactions under the Act shall require prior approval of the shareholders through ordinary resolution if that are not entered into in the ordinary course of business or not on an arm's length basis.

b) In case, any Material Related Party Transaction is entered into without obtaining shareholders' approval and it is not ratified by the shareholders at a meeting within three months from the date of the transaction, such transaction shall be voidable at the option of the shareholders and if the transaction 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.

   Without prejudice to anything contained in para 4.3.3.a, it shall be open to the Company to proceed against a director or any other employee who had entered into such contract or arrangement in contravention of the provisions of this section for recovery of any loss sustained by it as a result of such contract or arrangement

c) All Material Related Party Transactions under the Listing Regulations and all material modifications in the material related party transaction shall require approval of the shareholders through ordinary resolution.
d) For Material Related Party Transactions and Material Modification, none of the related parties of a Company shall vote to approve such resolution irrespective of whether the entity is a related party to the particular transaction or not.
e) The omnibus approval granted by the shareholders for material transactions as per the Listing Regulations in the Annual General Meeting shall be valid until the date of the subsequent Annual General Meeting held within the timelines prescribed under Section 96 of the Act, or rules, notifications, or circulars issued thereunder from time to time. Further, in case of omnibus approvals for material transaction as per the Listing Regulations, granted by shareholders in general meetings other than annual general meeting, the validity of such omnibus approvals shall not exceed one year from the date of such approval.

4.3.4 Information to be provided at the time of seeking approval of the Audit Committee and/or Board, and the Shareholders of the Company

The Audit Committee and/or Board, as the case may be, shall be provided with the information as specified in the Act, SEBI Listing Regulations, Industry Standards on "Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction", while placing any proposal for review and approval for entering into Transactions with Related Party(s). Further, the Audit Committee and/or Board may call for such additional information as may deemed to be fit for granting approval for such transactions.

The notice being sent to the shareholders seeking approval for any proposed RPT shall, in addition to the requirements under the Act and SEBI LODR, include the following information as a part of the explanatory statement:

a. Minimum information as prescribed under the Industry Standards;

b. The Audit Committee and Board of Directors, while providing information to the shareholders, may approve redaction of commercial secrets and such other information that would affect the competitive position of the Company and affirm that, in its assessment, the

redacted disclosures still provides all the necessary information to the public shareholders for an informed decision making.

c. Justification for why the proposed transaction is in the interest of the Company, basis for determination of price and other material terms and conditions of RPT;

d. Disclosure of the fact that the Audit Committee reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Company as required under the Industry Standards;

e. Disclosure that the material RPT or any material modification thereto, that had been approved by the Audit Committee and the Board of Directors recommended the proposed transaction to the shareholders for their approval;

f. Provide web-link and QR Code, through which shareholders can access the valuation report or other external report, if any, considered by the Audit Committee while approving the RPT; and

g. Any other information that may be relevant or as may be required in accordance with the Act, Listing Regulations or the circulars issued by SEBI from time to time.

4.3.5 Related Party Transaction Not Requiring Approval

Notwithstanding the foregoing, the following Related Party Transactions shall not require approval of Audit Committee or Shareholders:

a) Transactions entered into between the **Company and its wholly owned subsidiary** whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval.
b) Transactions entered into between **two wholly-owned subsidiaries** of the Company, whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval.
c) Transactions or arrangements which are specifically dealt under the separate provisions of the laws and executed under separate approvals / procedures shall not be covered under this Policy, subject to compliance under Companies, Act, 2013 and the Listing Regulations. Example of such transactions are as follows:

   i. Appointment and payment of remuneration, including any variation, to Directors and Key Managerial Personnel in connection with his or her duties to the Company or any of its subsidiaries or associates, including the reimbursement of reasonable business and travel expenses incurred in the ordinary course of business;
   ii. 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 a Material Related Party Transaction ;
   iii. Shares based incentive plans for the benefits of Directors or KMPs approved by the Shareholders including ESOPs.
   iv. CSR Contribution.
   v. Such other transaction exempted under the Companies Act, 2013 or the Listing Regulations.

5. Communication of this Policy

This Policy will be communicated to all operational employees and other concerned persons of the Company.

6. Maintenance of Register

The Company shall keep and maintain a register, either physically or electronically giving separately the particulars of all contracts or arrangements to which Section 188 of the Act applies. If Section 188(1) is not applicable because of the exception under the fourth proviso to Section 188(1) i.e. transaction with related party at arms' length basis and in the ordinary course of business, the requirement regarding entries in the Register under Section 189 of the Act would not apply and hence no entries in the register would be necessary.

The Company shall maintain such register in the registered office of the Company and provide extracts from such register to a member of the Company on his request, within seven days from the date on which such request is made upon the payment of such fee as may be specified in the articles of the Company but not exceeding ten rupees per page.

The register to be kept under this section shall also be produced at the commencement of every annual general meeting of the Company and shall remain open and accessible during the continuance of the meeting to any person having the right to attend the meeting.

The register shall be preserved permanently and shall be kept in the custody of the Company Secretary /Chief Financial Officer of the Company or any other person authorized by the Board for the purpose.

7. Disclosure

a) The Company shall disclose, in the Board's report, transactions prescribed in Section 188(1) of the Act with related parties, which are not in ordinary course of business or not at arm's length basis along with the justification for entering into such transaction.
b) The Company shall place all the information as specified by the SEBI from time to time for review of the Audit Committee for approval of the RPTs.
c) The Company shall provide all the information as specified by the SEBI from time to time in the explanatory statement in the notice being sent to shareholders seeking approval of proposed RPTs.
d) The Company shall provide disclosure of the Related Party Transactions in the format as specified by the SEBI from time to time, to the stock exchanges and upload on company's website, every six months.
e) The Company shall provide disclosure on 'Loans and advances' in the nature of loans to firms/companies in which directors are interested by name and amount' in the Corporate Governance Report.

8. Amendment

The Board of Directors reserves the power to review and amend this policy from time to time as required under the Act or Listing Regulations. Any exceptions to the Policy on Related Party Transactions must be consistent with the Act, including the rules promulgated thereunder and the Listing Regulations.