HUHTAMAKI INDIA LIMITED -
POLICY ON RELATED PARTY TRANSACTIONS

NAME OF THE POLICY	**HUHTAMAKI INDIA LIMITED** **POLICY ON RELATED PARTY TRANSACTIONS**
EFFECTIVE DATE	April 27, 2026 Approved by the Board & Audit Committee on April 27, 2026 and supersedes the existing Related Party Transactions Policy

Scope and Purpose of the policy

Related Party Transactions ('RPTs') can present a potential or actual conflict of interest which may be against the best interest of the Company and its shareholders. Considering the requirements for approval of related party transactions as prescribed under the Indian Companies Act, 2013 ("Act") read with the Rules framed there under and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulation 23"), Huhtamaki India Limited ('Company') has formulated guidelines for identification of related parties and the proper conduct and documentation of all related party transactions.

Also, Regulation 23(1) of the SEBI Listing Regulations requires the Company to formulate a policy on materiality of related party transactions and dealing with related party transactions, including clear threshold limits, duly approved by the Board of Directors.

In the light of the above, the Company has framed this Policy on Related Party Transactions ('Policy'). This Policy has been adopted by the Board of Directors of the Company based on recommendations of the Audit Committee. Going forward, the Audit Committee will review and amend the Policy, as and when required, subject to adoption by the Board.

Objective of the policy

The objective of this Policy is to:
a) define materiality thresholds for RPTs;
b) lay down approval and disclosure framework;
c) establish governance and control processes for identification, evaluation, approval and monitoring of RPTs;
d) protect minority shareholder interests and ensure transparency and arms-length conduct.

This Policy is framed pursuant to:

- Section 177 and 188 of the Companies Act, 2013, as amended
- Companies (Meetings of Board and its Powers) Rules, 2014, as amended
- Regulation 23 and other applicable provisions of SEBI (LODR) Regulations, 2015, as amended
- SEBI Circulars (as amended from time to time)
- Industry Standards Forum (ISF) Guidance Note on RPTs, as amended

Definitions

"Act" means the Companies Act, 2013

"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.

"Associate" means a company as defined under Section 2(6) of the Act and as defined by Accounting Standard (AS) 23, "Accounting for Investments in Associates in Consolidated Financial Statements".

"Audit Committee" means the Committee of the Board formed under Section 177 of the Act and Regulation 18 of LODR.

"Body Corporate" means an entity as defined in Section 2(11) of the Act.

"Company" means Huhtamaki India Limited

"Director" means a person as defined in Section 2(34) of the Act.

"Employees" shall mean the employees and office-bearers of the Company, including but not limited to Whole Time Directors

"LODR" means the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, including any amendment or modification thereof.

"Ordinary course of business" means the usual transactions, customs and practices undertaken by the Company to conduct its business operations and activities and includes all such activities which the company can undertake as per Memorandum and Articles of Association. The Board and Audit Committee may lay down the principles for determining ordinary course of business in accordance with the statutory requirements and other industry practices and guidelines.

"Relative" with reference to a Director or KMP means persons as defined in Section 2(77) of the Act and rules prescribed thereunder

"Related Party" have the meaning as defined in Section 2(76) of Companies Act, 2013 and Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, as amended from time to time.

"Related Party Transaction" means

i. for the purpose of the Act, specified transaction mentioned in clause (a) to (g) of sub-section 1 of Section 188;
ii. for the purpose of Regulation 23 and as defined under Regulation 2(1)(zc) of SEBI Listing Regulations, any transaction involving a transfer of resources, services or obligations between:
    (a) the Company or any of its subsidiaries on one hand and a related party of the Company or any of its subsidiaries on the other hand; or
    (b) the Company or any of its subsidiaries on one hand, and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the Company or any of its subsidiaries;

    regardless of whether a price is charged and a "Transaction" with a related party shall be construed to include single transaction or a group of transactions in a contract.

"Key Managerial Personnel" or **"KMP"** shall have the meaning as defined in the Indian Companies Act 2013

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law or regulation.

Material Related Party Transaction and Subsequent Material Modification

All material Related Party Transactions and subsequent Material Modification (as defined below) shall be placed before the shareholders to seek their prior approval through a resolution. The following materiality thresholds shall apply for the material Related Party Transactions and subsequent Material Modification/s for the purposes of Companies Act, 2013 and SEBI Listing Regulations:

a. Transactions with a Related Party covered under Rule 15(3) of the Companies (Meeting of Board and its Powers) Rules, 2014, shall be governed by the respective limits provided under the said rules;
b. For transactions with a Related Party as defined under the SEBI Listing Regulations, materiality threshold shall be as per limits specified under the SEBI Listing Regulations, 2015 as amended from time to time;
c. For payment to a Related Party with respect to brand usage or royalty, materiality threshold shall be as per limits specified under the SEBI Listing Regulations as amended from time to time; and
d. Modification to a Material Related Party Transaction shall be considered as 'Material Modification' if there is a major variation in the terms of agreement with existing Related Parties or changes in the regulatory framework affecting the pricing guidelines of Related Party Transactions or change to the extent of 20% higher than the existing limits as approved by the Audit Committee. The Audit Committee of the Company shall have the final authority in deciding the materiality of the modification to Related Party Transactions.

Manner of dealing with RPT

Identification of Related Parties
The Company identifies and updates list of Related Parties in accordance with provisions of Section 2(76) of the Act read with the Rules framed there under and Regulation 2(1)(zb) of the SEBI Listing Regulations.

Identification of Related Party Transactions
The Company identifies Related Party Transactions in accordance with provisions of Section 188 of the Act and Regulation 2(1)(zc) of the SEBI Listing Regulations.

The Company determines whether the transaction is in the ordinary course of business and at arm's length basis in accordance with applicable law and for this purpose, the Company may seek external expert opinion, if necessary.

Procedure for approval of RPT

Approval of the Audit Committee

A. The following transactions shall require prior approval of the Audit Committee:
   1. All related party transactions between the Company and its Related Parties or the Related Parties of its Subsidiaries and subsequent material modifications.

2. All related party transactions, whether entered into individually or taken together with previous transactions during a financial year, involving the subsidiary of the Company, in accordance with the thresholds prescribed in Regulation 23 of SEBI Listing Regulations.

Only those members of the audit committee, who are Independent Directors, shall approve related party transactions. Such members may also 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 prescribed under SEBI Listing regulations.

B. The audit committee shall also review the status of long-term (more than one year) or recurring RPTs (for which its approval is required) on an annual basis.

C. The Company may obtain omnibus approval from the Audit Committee for related party transactions, subject to compliances with the following conditions:

I. The criteria for granting omnibus approval for related party transactions shall be as under:
   a. The maximum value of the transactions in aggregate or maximum value per transaction, which can be allowed under omnibus route in a year will not be more than 25% of the annual consolidated turnover of the company as per its last audited financial statements;
   b. repetitiveness of the transactions (in past or in future);
   c. justification for the need of omnibus approval and that the same is in the interest of the company;
   d. extent and manner of disclosures to be made to the audit committee at the time of seeking omnibus approval;
   e. The Audit Committee shall review, at least on a quarterly basis, the aggregated value and other details of related party transactions transacted into by the company pursuant to the omnibus approval given;
   f. Such omnibus approval shall be valid for a period not exceeding one financial year and shall require fresh approval after expiry of such financial year;
   g. Omnibus approval shall not be made for transactions in respect of selling or disposing of the undertaking of the company;
   h. Transaction of following nature will not be subject to the omnibus approval of the Audit Committee:
      - Transactions which are not at arm's length or not in the ordinary course of business;
      - Transactions which are not repetitive in nature;
      - Transactions exceeding materiality thresholds; and
      - any other transaction that the Audit Committee may deem not fit for omnibus approval.

II. The omnibus approval shall specify:
   (i) the name/s of the related party, nature of transaction, period of transaction, maximum aggregated value of the particular type of transaction that can 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.

Provided that where the need for Related Party Transactions cannot be foreseen and aforesaid details are not available, Audit Committee may grant omnibus approval for such transactions subject to their value not exceeding Rupees One crore, per transaction.

III. The proposal for approval of Related Party transactions shall be in accordance with the information requirements specified in the Industry Standards Forum (ISF) Guidance Note on RPTs

Approval of the Board of Directors of the Company

As per the provisions of Section 188 of the Act, all kinds of transactions specified under the said Section and which are not in the ordinary course of business or not at arm's length basis, are placed before the Board for its approval.

Approval of the Shareholders of the Company

All the transactions with related parties exceeding the materiality thresholds and subsequent material modifications, as defined under LODR, shall be placed before the shareholders for prior approval.

For this purpose, all entities falling under the definition of related parties shall abstain from voting irrespective of whether the entity is a party to the particular transaction or not.

DISCLOSURES

Details of all Related Party Transactions on a consolidated basis shall be submitted to the Stock Exchanges and disseminated on the website of the Company, on a half yearly basis, along with the half yearly standalone/consolidated financial statements.

The Company shall disclose this Policy on its website and provide weblink in the Annual Report. In addition to the disclosures required under Accounting Standard, Related Party Transactions that are not at arm's length basis and Material Related Party Transactions that are at arm's length or such other transactions as may be statutorily required, shall be disclosed in the Annual Report of the Company.

RPT not approved under this policy

In an unforeseen event where a Related Party Transaction, for which omnibus approval has not been given by the Audit Committee, needs to be entered due to business exigencies between two Audit Committee meetings, the Audit Committee may approve such Related Party Transaction by passing a resolution by circulation, after satisfying itself that such transaction is in the interest of the Company.

A Related Party Transaction entered into without prior approval of the Audit Committee shall not be deemed to violate this Policy, or be invalid or unenforceable, so long as the transaction is brought to the Audit Committee for ratification 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 prescribed under SEBI Listing regulations.

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 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. 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.

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 by the defaulting person (as may be decided by the Audit Committee) to the related party or the Company as the case may be, 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.

However, where any contract or arrangement is entered into by a director or any other employee, without obtaining the consent of the Board or approval by a resolution in the general meeting under sub-section (1) of the Section 188 of Companies Act, 2013 and if it is not ratified by the Board or as the case may be, by the shareholders , such contract or arrangement shall be voidable at the option of the Board or as the case may be, of the shareholders and if the contract or arrangement 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.

Review of the policy

The adequacy of this Policy shall be reviewed and reassessed by the Committee periodically and appropriate recommendations shall be made to the Board to update the same based on the changes that may be brought about due to any regulatory amendments or otherwise.

Amendment

Any subsequent amendment / modification in the SEBI Listing Regulations or the Act or any other governing Act/Rules/Regulations or re-enactment, impacting the provisions of this Policy, shall automatically apply to this Policy and the relevant provision(s) of this Policy shall be deemed to be modified and/or amended to that extent, even if not incorporated in this Policy. However, the policy has to be reviewed at least once in every three years.