



GODREJ PROPERTIES LIMITED

RELATED-PARTY TRANSACTION POLICY

OBJECTIVE

Godrej Properties Limited (the “Company” or “GPL”) may, in the ordinary course of business, enter into transactions with a Related Party or parties.

The Board of Directors (the “Board”) of GPL has adopted this Related-Party Transactions Policy (the “Policy”) to set forth the procedures under which transactions with Related Parties shall be reviewed for approval or ratification.

The Audit Committee will review and may amend this policy from time to time. This Policy also aims to comply with the provisions of the Companies Act, 2013 and rules framed thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”). No Related-Party Transaction may be entered into by the Company, except in accordance with the provisions of this Policy.

DEFINITIONS

“Related Party”- an entity shall be considered as related to the company if:

- (i) such entity is a related party under Section 2(76) of the Companies Act, 2013; or
- (ii) such entity is a related party under the applicable accounting standards.

“Related-Party Transaction”, means any transaction involving transfer of resources, services or obligations between a company and a Related Party, regardless of whether a price is charged. A "transaction" with a related party shall be construed to include single transaction or a group of transactions in a contract.

“Material Related-Party Transaction” means any transaction/ transactions to be entered into individually or taken together with previous transactions during a financial year exceed the threshold specified in the section under Material Related-Party Transactions.

‘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.

REVIEW AND APPROVAL OF RELATED-PARTY TRANSACTION

1. The Audit Committee of the Board will review and, if appropriate, approve Related-Party Transactions. Accordingly, at the first meeting of the Audit Committee in every financial year, management shall present to the committee the following information with respect to all Related Party Transactions expected to be entered into during that financial year:
 - a. the name of the Related Party;

- b. the Related Party's interest in the transactions, including the Related Party's position or relationship with, or ownership of, any entity that has an interest in the transactions;
- c. the estimated rupee value of the transactions;
- d. a general description of the transactions, including material terms and conditions;
- e. in case of loans, the aggregate amount of loans and the rate of interest payable on such loans;
- f. in case of guarantees issued, the aggregate amount of guarantees and commission to be payable on such guarantees;
- g. an assessment of whether the transactions are on terms that are comparable to the terms available to unrelated third parties or to employees generally; and
- h. any other material information regarding the transaction(s) or the Related Party's interest in the transaction(s).

After reviewing such information and being satisfied that there is a need for such Omnibus approval, the members of the Audit Committee (without the participation of the Committee member(s) interested in the transaction, if any) shall approve or disapprove such transactions. Omnibus approval of such transactions shall be given only if it is determined by the Committee that such transactions are:

- a. repetitive in nature and that such approval is in (or not inconsistent with) the best interests of the Company and its shareholders;
- b. to be entered into by the Company on terms that are comparable to those that would be obtained in arm's length transactions with unrelated third parties; and
- c. In the ordinary course of the business of the Company. (Ordinary course of business for this purpose will cover the businesses of GPL, its subsidiaries and usual transactions, customs and practices of a business and would include activities to be carried out incidental to or to facilitate the business of GPL, its subsidiaries and is usual or customary to the Company and/ or its line of business).

Such omnibus approval shall specify:

- (i) the name/s of the related party,
- (ii) nature of transaction, period of transaction, maximum amount of transaction that can be entered into, and
- (iii) the indicative base price / current contracted price and the formula for variation in the price if any

The Audit Committee shall review, on a quarterly basis, the details of Related Party Transactions entered into by the company pursuant to each of the omnibus approval given.

Such omnibus approvals shall be valid for a period not exceeding one financial year and shall require fresh approvals after the expiry of one financial year.

2. No member of the Audit Committee shall participate in the review, consideration or approval of any Related-Party Transaction with respect to which such member or any of his or her relatives is a Related Party.
3. If any material information with respect to such transactions shall change subsequent to the Committee's review of such transactions, management shall provide the Committee with updated information at a subsequent meeting and will get the changes approved afresh by the Committee.
4. If any additional Related-Party Transactions are proposed to be entered into subsequent to the Committee's first meeting in the financial year, management shall present such transactions to the Committee for approval before entering into such transaction (which can be taken by calling a meeting or by resolution passed through circulation).
5. All the directors are required to declare and disclose their concerns or interests in any company or companies or bodies corporate at the first Board meeting in every financial year and subsequently whenever there is any change therein.
6. Omnibus approval shall not be made for the transactions in respect of selling or disposing of the undertaking of the Company.

APPROVAL OF THE BOARD AND THE SHAREHOLDERS

The Audit Committee shall report all "Material Related-Party Transactions" to the Board of Directors. The Company will also seek shareholders' approval for "Material Related-Party Transactions" in the Annual General Meeting of the year in which the Related-Party Transaction is undertaken or by postal ballot process. The resolution will be an ordinary resolution and all the related parties (if any) will abstain from voting on such resolution irrespective of whether the concerned entity is a party to the particular transaction or not.

Material Related Party Transactions will be determined as per the following rules:

Category of Transactions	Material Related-Party Transactions - Companies Act 2013 (not in ordinary course of business and not on an arm's length basis)	Material Related-Party Transactions – SEBI
Sale, purchase or supply of any goods or materials	10% of turnover or Rs. 100 crore, whichever is lower	10% of annual consolidated turnover as per last audited financial statements
Selling or otherwise disposing of, or buying, property of any kind;	10% of net worth or Rs. 100 crore, whichever is lower	
Leasing of property of any kind;	10% of net worth or 10% of turnover or Rs. 100 crore, whichever is lower	
Availing or rendering of any services;	10% of turnover or Rs 50 crore, whichever is lower	
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 2.5 lakh	
Underwriting the subscription of any securities or derivatives thereof, of the company	1% of net worth	
Any other transaction	Not applicable	

DISCLOSURE

Disclosure will be made in the Company's Annual Report of the particulars of the contract and arrangement along with the justification for entering into such contracts/arrangements with the Related Parties as part of Directors' Report. This Policy will also be uploaded on the website of GPL and a web link thereto shall be provided in the Annual Report of GPL.

The Company will also disclose the details of all material Related Party on a quarterly basis along with the compliance report on corporate governance filed with the stock exchanges under Regulation 27(2)(b) of SEBI LODR Regulations.

POLICY REVIEW

This Policy is framed based on the provisions of the Companies Act, 2013, and rules thereunder and the requirements of SEBI LODR Regulations.

In case of any subsequent changes in the provisions of the Companies Act, 2013, or any other regulations, law, as applicable, which makes any of the provisions in the Policy inconsistent with the Companies Act, 2013, or SEBI LODR Regulations, the provisions of the Companies Act, 2013, or SEBI LODR Regulations would prevail over the Policy and the provisions in the Policy would be modified in due course to make it consistent with law.

This Policy shall be reviewed by the Audit Committee as and when any changes are to be incorporated in the Policy due to change in regulations or as may be felt appropriate by the Committee. Any changes or modification on the Policy as recommended by the Committee would be presented for approval of the Board of Directors.

Date: 02.02.2016

The Principal Policy was approved by the Board of Directors at its meeting held on November 06, 2014, and subsequently amended on February 2, 2016.