

**DR. AGARWAL'S EYE HOSPITAL LIMITED
(AEHL)**

**POLICY ON MATERIALITY OF RELATED
PARTY TRANSACTIONS**

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I. INTRODUCTION

Dr. Agarwal's Eye Hospital Limited (the "Company" or "AEHL") recognizes that Related Party Transactions (as defined below) can present potential or actual conflicts of interest and may raise questions about whether such transactions are consistent with the Company's and its stockholders' best interests. This policy sets procedures to be followed for review and approval of Related Party Transactions.

II. DEFINITIONS

For the purposes of this policy, the terms used in this policy shall have the same meaning as defined under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"). This policy shall not in any way violate, override or limit the provisions of Companies Act, 2013 and LODR Regulations.

III. MATERIALITY OF RELATED PARTY TRANSACTIONS

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. A transaction involving payments made to a related party with respect to brand usage or royalty shall be considered material if the transaction or transactions to be entered into individually or taken together with previous transactions during a financial year, exceed 5% (five percent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

IV. RELATED PARTY TRANSACTIONS REQUIRING APPROVAL

- (a) All Related Party transactions (contracts / arrangements) shall be entered on arms' length basis.
- (b) In exceptional circumstances, where permitted by law, related party transactions (contracts / arrangements) may deviate from the principle of arm's length, after obtaining approval from the Audit Committee, Board of Directors and shareholders, as the case may be.
- (c) All Related Party transactions (contracts / arrangements) shall be in compliance with the provisions of the Companies Act, 2013, LODR Regulations and applicable Accounting Standards, as amended from time to time.

V. POLICY REVIEW AND AMENDMENT

The Board of Directors reserves the power to review and amend this policy from time to time. Any exceptions to the Policy on Related Party Transactions must be consistent with the Companies Act 2013, including the Rules promulgated there under and LODR Regulations and must be approved in the manner as may be decided by the Board of Directors.