



POLICY FOR CONSIDERATION AND APPROVAL OF RELATED PARTY TRANSACTION

[Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

(Applicable with effect from 01st April, 2019)

***(Amended on 14th February 2026)**

1. SCOPE AND PURPOSE OF THE POLICY

The provisions of the Companies Act 2013 and SEBI LODR Regulations 2015, as amended from time to time, lay down requirements for regulation of Related Party Transactions. Regulation 23 of the SEBI Listing Regulations mandates every listed entity to formulate a policy on materiality of Related Party Transactions and on dealing with such transactions, including clear threshold limits approved by the Board of Directors.

Accordingly, the Board of Directors of Accuracy Shipping Limited (“the Company”), at its meeting held on 14th February, 2026, has approved and adopted this revised Policy on Related Party Transactions (“Policy”), which shall be effective from the said date. The Policy shall be reviewed by the Board at least once every three years and updated as may be required.

This Policy aims to ensure proper identification, approval, reporting and disclosure of Related Party Transactions in compliance with applicable laws and to ensure that such transactions are undertaken in the best interest of the Company and its stakeholders. In case of any inconsistency between this Policy and applicable laws, the provisions of such laws shall prevail.

2. OBJECTIVE OF THE POLICY

The objective of this Policy is to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and its Related Parties in accordance with the Applicable Law.

The Board of Directors of the Company has adopted this Policy and the said Policy includes the materiality threshold(s) and the manner of dealing with Related Party Transactions (“Policy”) in compliance with the requirements of the Act and the Listing Regulations, as amended from time to time.

3. DEFINITIONS

- “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.
- “Audit Committee” means the Committee of the Board formed under Section 177 of the Act and Regulation 18 of the SEBI Listing Regulations.
- “Company” means Accuracy Shipping Limited.
- “Ordinary course of business” may include that transaction which is permitted by the Object Clause in the Memorandum of Association of the Company or which is connected with the normal business of the Company or which is a historic/common commercial practice or the income earned of which is assessed a business income or expense incurred which is assessed as a business expense.
- “Related Party” means an individual, entity, firm, body corporate or person as defined in Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations.
- “Related Party Transactions” shall mean such transactions as specific under Section 188 of the Act or rules made thereunder or Regulation 2(1)(zc) of the SEBI Listing Regulations including any amendment or modification thereof, as may be applicable.
- “Subsidiary” means a company as defined in Section 2(87) of the Act. Any other term not defined herein shall have the same meaning as defined in the Act, the SEBI Listing Regulations, Securities Contract Regulation Act or any other applicable law or regulation.

4. MATERIAL RELATED PARTY TRANSECTIONS

Material Related Party Transactions means a Related Party Transaction, whether entered into individually or taken together with previous transactions during a financial year, which exceeds the materiality thresholds prescribed under Schedule XII of the SEBI LODR Regulations, (replacing the earlier uniform threshold of ₹1,000 crore or 10% of turnover) based on the annual consolidated turnover of the Company as per its last audited financial statements, as detailed below:

Schedule XII – Materiality Thresholds

Consolidated Turnover of Listed Entity	Threshold
(I) Up to ₹20,000 Crore	10% of the annual consolidated turnover of the listed entity
(II) More than ₹20,000 Crore to upto ₹40,000 Crore	₹2,000 Crore + 5% of the annual consolidated turnover of the listed entity above ₹20,000 Crore
(III) More than ₹40,000 Crore	₹3,000 Crore + 2.5% of the annual consolidated turnover of the listed entity

	above ₹40,000 Crore or ₹5000 Crores, whichever is lower.
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5. REVIEW AND APPROVAL OF RELATED PARTY TRANSACTIONS

5.1 Audit Committee Approval: -

All Related Party Transactions shall require prior approval of the Audit Committee and while considering any transaction, the Committee shall take into account all relevant facts and circumstances including the terms of the transaction, the business purpose of the transaction, the benefits to the Company, or any other relevant matters.

Approval Framework for Subsidiary Related Party Transaction

(a) For related party transactions exceeding ₹1 crore of the Subsidiaries, prior Audit Committee approval shall be required only if the value of such transaction exceeds the lower of:

- i. 10% of the annual standalone turnover of the subsidiary as per its last audited financial statements; or
- ii. the applicable Material Related Party Transaction threshold of the Company as specified under Schedule XII of the SEBI LODR Regulations.

b) For subsidiaries which do not have audited financial statements for at least one-year, prior Audit Committee approval shall be required if the value of the Related Party Transaction exceeds the lower of:

- i. 10% of the paid-up share capital and securities premium of such subsidiary; or
- ii. the applicable materiality threshold of the Company under Schedule XII of the SEBI LODR Regulations.

Prior approval of the Audit Committee of the Company shall not be required for the following:

(i) Related Party Transactions, where the listed subsidiary is a party, but the Company is not a party, and if Regulation 23 and Regulation 15(2) of SEBI Listing Regulations are applicable to such listed subsidiary.

(ii) Related Party Transactions of unlisted subsidiaries of a listed subsidiary of the Company, where the prior approval of the audit committee of the listed subsidiary is obtained.

(iii) transactions entered into between the Company and its wholly owned

subsidiary/ies whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval.

(iv) 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.

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 material in terms of Regulation 23 of the Listing Regulations.

Further, 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 following conditions:

(i) the value of the ratified transaction(s) with a related party, whether entered into individually or taken together, during a financial year shall not exceed rupees one crore;

(ii) the transaction is not material in terms of Regulation 23 of the Listing Regulations and this policy;

(iii) rationale for inability to seek prior approval for the transaction shall be placed before the Audit Committee at the time of seeking ratification;

(iv) the details of ratification shall be disclosed along with the disclosures of related party transactions in terms of Regulation 23 of the Listing Regulations;

(v) any other condition as specified by the Audit Committee:

Provided that 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 Company against any loss incurred by it.

However, the Company may obtain omnibus approval from the Audit Committee for all Related Party Transactions by the Company or its subsidiaries, subject to compliances with the conditions prescribed in paras (i) to (viii) below:

(i) The Audit Committee shall, after obtaining approval of the Board of Directors, specify the criteria for granting the omnibus approval in line with the Policy and such approval shall include the following:

(a) Maximum value of the transaction, in aggregate, which can be allowed under the omnibus route in a year;
(b) The maximum value per transaction which can be allowed;
(c) extent and manner of disclosures to be made to the Audit Committee at the time of seeking omnibus approval;
(d) review, at such intervals as the Audit Committee may deem fit, Related Party Transaction entered into by the Company pursuant to each omnibus approval made;
(e) transactions which cannot be subject to the omnibus approval by the Audit Committee.

(ii) The Audit Committee shall consider the following factors while specifying the criteria for making omnibus approval, namely:

(a) repetitiveness of the transactions (in past or in future);
(b) justification for the need of omnibus approval.

(iii) The Audit Committee shall satisfy itself regarding the need for such omnibus approval for transactions of repetitive nature and that such approval is in the interest of the Company.

(iv) The omnibus approval shall provide details of (a) the name/s of the related party and its relationship with the Company or its subsidiary, nature of transaction, period of transaction, maximum aggregated value of the particular type of transaction that can be entered into, (b) basis of arriving at the indicative base price/current contracted price and the formula for variation in the price if any and
(c) 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 Rs. 1 crore per transaction.

(v) 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 or its subsidiaries pursuant to the omnibus approval given.

(vi) 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.

(vii) Omnibus approval shall not be made for transactions in respect of selling or disposing of the undertaking of the Company.

(viii) Any other conditions as the Audit Committee may deem fit.

A related party transaction entered into by the Company, which is not under the omnibus approval or otherwise not pre-approved by the Audit Committee, will be

placed before the Audit Committee for ratification. The Audit Committee shall take into account all relevant facts and circumstances, including the terms and business purpose of such transaction, the benefits to the Company and to the related party along with other relevant matters, if any

Audit Committee has defined material modifications as follows:

Material Modifications of Related Party Transaction in relation to the Company means and includes any modification to an existing related party transaction having variance of 20% of the existing limit as sanctioned by the Audit Committee/Board/Shareholders, as the case may be.

Any material modification to a related party transaction shall require prior approval of the same authority which approved the original transaction, including shareholders, wherever applicable.

5.2 Board of Directors Approval: -

- a) All Related Party Transactions that are beyond the prescribed limits as per Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time and being not in the ordinary course of business of the company and/or not on an arm's length basis, shall require approval of the Board.
- b) All Material Related Party Transactions, requiring the approval of the shareholders, shall also need to be approved by the Board.
- c) Such approval of Board may be obtained at a duly convened meeting only.

5.3 Shareholder's Approval: -

- a) All Related Party Transactions that are beyond the prescribed limits as per Companies (Meetings of Board & its Powers) Rules, 2014 and being not in the ordinary course of business of the Company and/ or not on an arm's length basis, shall require approval of shareholders through resolution (after due approval by the Board).
- b) All Material Related Party Transactions, shall require approval of shareholders through resolution (after due approval by the Board).

5.3.1 Omnibus Approval by Shareholders: -

- a) Omnibus approvals granted by shareholders for Material Related Party Transactions at an **Annual General Meeting** shall be valid **up to the date of the next Annual General Meeting**.
- b) Omnibus approvals granted at a **general meeting other than an Annual General Meeting** shall

be valid for a period **not exceeding one year** from the date of such approval.

5.4 General Points: -

- a) All entities falling under the definition of Related Parties shall not vote to approve the relevant transaction irrespective of whether the entity is a party to the particular transaction or not.
- b) Point No. 5.3 shall not be applicable for the following transactions: -
 - i. Transactions entered into between two Government Companies;
 - ii. Transactions entered into between a holding company and its wholly owned subsidiary whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval;
 - iii. A resolution plan approved under Section 31 of the Insolvency and Bankruptcy Code, 2016 ("Insolvency Code"), as amended.

Explanation: For the purpose of (i) above, "Government Company" shall have the same meaning as defined in Section 2(45) of the Companies Act, 2013."

In case, there is a material or substantial change in terms and conditions of existing Related Party Transaction, then it would be governed by this policy.

6. DISCLOSURES

- 6.1 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.
- 6.2 The Company shall place all the information as specified by the Securities and Exchange Board of India from time to time for review of the Audit Committee for approval of the RPTs.
- 6.3 The Company shall provide all the information as specified by SEBI from time to time in the explanatory statement in the notice being sent to shareholders seeking approval of proposed RPTs.
- 6.4 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.
- 6.5 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.

7. LIMITATION

7.1 In the event of any conflict between the provisions of this Policy and of the SEBI LODR Regulations/Act or any other statutory enactments, rules, then, the provisions of the Regulations/ Companies Act, 2013 or other statutory enactments, rules, as the case may be shall prevail over this Policy and shall be adhered to accordingly by all concerned.

8. POLICY ON MATERIALITY OF RELATED PARTY TRANSACTIONS

8.1 A transaction with a Related Party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceed the threshold limits prescribed under the Schedule XII of the SEBI LODR Regulations, as amended from time to time and/or under Section 188 read with the Companies (Meetings of Board and its Powers) Rules, 2014 of the Act as may be applicable to a particular Related Party Transaction.

8.2 Materiality Threshold for Related Party Transaction:

Regulation 23 of the Listing Regulations requires a Company to provide materiality thresholds for transactions with its related party. In an event, a Related Party Transaction, breaches the materiality threshold, prior approval of the shareholders of the Company will be required through resolution.

Further, prior approval of shareholders shall also be required in case of any subsequent material modifications to such Related Party Transactions, in accordance with Regulation 23 of the Listing Regulations.

None of the related parties of the Company shall vote to approve on such resolution irrespective of whether the entity is a related party to the particular transaction or not (RP's can cast only negative vote to reject the shareholders resolution on material RPT).

Company has fixed the following materiality threshold for the purpose of Regulation 23(1), 23(1A), and 23(4) of the Listing Regulations:

1) Transaction with a Related Party where the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds the thresholds specified in Schedule XII of Listing Regulations.

2) Transaction involving payments made to a Related Party with respect to brand usage or royalty shall be considered Material if the transaction(s) to be entered into 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.

9. MONITORING AND REPORTING

9.1 The annual report of the Company shall contain related party disclosures as specified in Act and as specified in Para A of Schedule V of SEBI LODR Regulations.

9.2 The Policy shall also be disclosed on the website of Company for public information.

10. AMENDMENTS

10.1 This Policy shall be reviewed by the Board of Directors at least once every three years and updated accordingly.

10.2 Any or all provisions of this policy would be subject to revision/amendment in accordance with the Rules, Regulations, Notifications, etc. on the subject as may be issued by relevant statutory authorities, from time to time. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this policy, then such amendment(s), clarification(s), circular(s), etc. shall prevail upon the provisions hereunder and this policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s), etc.

Summary of the approval and consideration/recommendation mechanism under the SEBI LODR Regulations and the Companies Act, 2013

Details of Transaction(s)	Details of Transaction(s) Approving Authority
All Related Party Transactions and any subsequent modification.	Audit Committee
Related Party Transactions which are not in Ordinary Course of Business or not on arm's length basis or both (below materiality threshold limits).	Recommendation by Audit Committee to the Board for approval. Approval by the Board
Material Related Party Transactions & Related Party Transactions which are not in Ordinary Course of Business or not on arm's length basis or both (above threshold limit). Except the following:	Recommendation by Audit Committee to the Board for approval. Recommendation by the Board to Shareholders.

<p>I. Transactions entered into between two public sector Companies;</p> <p>II. Transactions entered into between a holding company and its wholly owned subsidiary whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval;</p> <p>III. A resolution plan approved under section 31 of the Insolvency Code, as amended.</p>	<p>Approval by the Shareholders.</p>
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