LARSEN & TOUBRO

Related Party Transactions Policy

December 8, 2025

RELATED PARTY TRANSACTIONS POLICY
(Amended w.e.f December 8, 2025)

1. PREAMBLE:

Larsen & Toubro Limited ("L&T" or "the Company") is a conglomerate of various businesses. The Company has no identifiable promoters and its shares are widely held. The Company and its group is professionally managed and has good corporate governance and internal control systems.

The Board of Directors ("the Board") of the Company understands the importance of stakeholder's confidence and trust in the Company. In order to preserve the same with transparency and to ensure that there is no conflict of interest inflicting any apprehension in the minds of its stakeholders, the Board of the Company, acting upon the recommendation of its Audit Committee ("the Committee"), has adopted the following policy and procedures with respect to Related Party Transactions.

2. PURPOSE:

The policy is not only to be in the best interests of its stakeholders but also in due compliance with the requirements of the Companies Act and other applicable laws of the country. Further, as per Regulation 23(1) of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, a policy needs to be formulated to deal with Related Party Transactions including formulating a policy on materiality of Related Party Transactions.

3. DEFINITIONS:

(a) "*Act*" means the Companies Act, 2013.

(b) "*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. Pricing, though being an important factor, may not be the only determinant of a transaction being at arm's length.

In order to ensure that the transaction is at arm's length, judgement needs to be applied and the following points can be considered for the same:

- Transaction is in line with the principles of the Transfer Pricing Guidelines of the Income Tax Act, 1961 (though transfer pricing is not applicable for domestic transactions under the IT Act)
- Transaction is as per the prevailing pricing policy / market price / same price (or margin) as compared to transactions with unrelated parties.
- Transaction is comparable with third party quotations / bids.
- Transaction is based on cost sharing agreements (in cases where cost is shared based on benefits derived).
- Transaction is at a price in line with the valuation done by an external independent expert.

Guidance may be taken from the examples laid down in the Standard on Auditing 550 on Related Parties (SA 550) for this purpose.

(c) "*Audit Committee*" means Audit Committee of the Board of Directors of the Company.

(d) "*Board*" means Board of Directors of the Company.

(e) "*Group Company*" means subsidiaries and associates of the Company.

(f) "*Listing Regulations*" means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any subsequent modifications or amendments thereof (SEBI LODR).

(g) "*Material modification*" would mean any modification to the related party transaction which shall result in:

- an impact on the value of the transaction by 30% as compared to the approval given by the Audit Committee / Board / shareholders earlier
- the transaction not being at arm's length.
- Novation of RPT in favor of another group company, except where such novation is on account of any statutory requirement.

(h) "*Material transactions*" shall mean transactions or series of transactions in one financial year with any single related party exceeding the limits of materiality under Regulation 23 of the Listing Regulations as may be amended from time to time or any statutory modifications or re-enactments thereof for time being in force, which is presently Rs.5,000 crore.

(i) *'Ordinary Couse of Business'* means normal, regular business activities carried out by the Company in line with its Memorandum and Articles of Association. Since the term Ordinary Course of Business is not defined under the statute, the Company would exercise judgement on this aspect and for the purpose of the same, using the following guiding principles:

- The Company has done similar transactions in the past.
- Such transactions are carried out at regular frequency.
- Activities relating to mergers, demergers, restructuring, etc. for organic and inorganic growth and are common for the industry/(ies) to which the Company belongs.

The guiding principles are not exhaustive and the facts and circumstances of each case would be examined before concluding on the matter.

(j) "*Related Party*" is a party as defined in sub-section (76) of Section 2 of the Act and Regulation 2(zb) of SEBI LODR including modifications or amendments made thereto.

(k) "*Related Party Transaction*" or "*RPT*" means transactions as given under clause (a) to (g) sub-section (1) of Section 188 and the Rules related thereto and as defined in Regulation 2(zc) of SEBI LODR including modifications or amendments

made thereto. These include sale, purchase, leasing or supply of goods or property, availing / rendering of any services, appointment of agents for any of the above and underwriting of securities and transfer of resources, services or obligations between the Company and its related parties, irrespective of whether a price is charged or not.

4. POLICY:

Irrespective of the materiality, prior approval of the Audit Committee will be sought for the following Related Party Transactions:

- Transactions between the Company and its Related Party.
- Transactions exceeding Rs. One crore between a subsidiary and its related party, if the annual value of all transactions of such subsidiary with that related party exceeds 10% of the annual turnover of such subsidiary as per its last audited Balance Sheet or threshold for material related party transactions of the Company, whichever is lower.
- Transactions between the Company and / or its subsidiaries with unrelated parties, the purpose and effect of which is to benefit the Related Party of the Company or any of its subsidiaries.
- Any material modifications to approved RPTs.

5. APPROVAL OF TRANSACTIONS:

A. AUDIT COMMITTEE:

The onus will be on the Business head and the respective Finance & Accounts (F&A) head of the Independent Companies (IC) as well as Corporate Accounts to refer RPT or potential RPT's to the Audit Committee.

If the Audit Committee or its Chair or the concerned F&A head determines that a RPT should be referred to the Audit Committee or if the Audit Committee in any case elects to review any such matter, the Audit Committee will review and approve the contracts / arrangements / transactions, including modifications.

The Audit Committee shall consider the following factors while determining approval–

a) Name of the related party and its relationship with the Company or its subsidiary including nature of its concern or interest;
b) Nature, material terms, monetary values, tenure and particulars of the contract / arrangement / transaction;
c) Method and manner of determining the pricing and other commercial terms;
d) Whether the RPT is at arm's length;

e) Percentage of the value of the proposed RPT to the annual consolidated turnover of the Company/ standalone turnover of the subsidiary;
f) In case of RPT involving loan, advances, ICDs or investments made / given by the Company / subsidiary:
   - Details of sources of funds;
   - In case of indebtedness, nature of indebtedness, cost of funds and tenure;
   - Applicable terms including covenants, tenure, interest rate, secured or unsecured and repayment schedule;
   - Purpose of utilization of funds by ultimate beneficiary of such RPT.
g) Justification as to why the RPT is in the interest of the Company;
h) Copy of valuation / external party report, if any;
i) Percentage of the value of the proposed RPT to the annual consolidated turnover of the counterparty (voluntary); and
j) Any other information specified under Regulation 23 of the Listing Regulations or relevant or important for the Audit Committee / Board to take a decision on the proposed transaction or.

Since, the Company is a conglomerate consisting of several Group Companies, often contracts / arrangements with S&A companies would result in RPT's. However, it is to be considered that subsidiaries are formed for particular purposes like requirement of specific regulatory authorities, venturing into new sectors, etc. Though the contracts / arrangements entered into with Group Companies may be RPTs, they would be in the ordinary course of business itself. The Audit Committee will grant omnibus approvals for the RPTs and such approval would be valid for one financial year. The Audit Committee may also grant omnibus approvals for the RPTs of its subsidiaries as it may deem appropriate.

The Audit Committee will additionally consider the following while granting omnibus approvals:

i. Repetitiveness of the transaction;
ii. Justification for the need of omnibus approvals;
iii. Maximum value of the transactions, in aggregate, which can be allowed under the omnibus route in a year;
iv. The maximum value per transaction which can be allowed;
v. Extent and manner of disclosures to be made to the Audit Committee at the time of seeking omnibus approval;

Where a RPT cannot be foreseen and aforesaid details are not available, the Audit Committee may make omnibus approval for such transactions subject to their value not exceeding rupees one crore per transaction.

With reference to clause (iii) above, the Board has set a limit of Rs. 42,000 crore or USD 5,000 million (whichever is higher) for issuance of Parent Company Guarantee and Rs. 20,000 crore for all other transactions.

With reference to clause (iv) above, the Board has set a limit of Rs. 1,000 crore.

In the event the Company becomes aware of a transaction with a Related Party that

has not been approved under the Policy prior to its consummation, the Audit Committee shall examine all facts and circumstances pertaining to non-reporting of such RPT to the Committee and may ratify such related party transaction.

Ratification is required to be done within 3 months of the date of the transaction or at the next meeting of the Audit Committee, whichever is earlier, subject to the following conditions

a) 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 Rs.1 crore
b) the transaction is not material in terms of provisions of Regulation 23 (1) of SEBI LODR
c) rationale for inability to seek prior approval is placed before the audit Committee
d) details of such ratification shall be disclosed along with the disclosures of related party transactions in terms of provisions of Regulation 23 (9) of SEBI LODR

Failure to seek ratification of the audit committee shall render the transaction voidable at the option of the Audit Committee.

Explanation: Subject to provisions of the Policy, the related party transactions which were not pre-approved by the Audit Committee will be placed for 'ratification' before the Audit Committee. The material modification to a pre-approved related party transactions will be placed for approval before the Audit Committee as 'modification'.

Only those members of the Audit Committee who are Independent Directors will approve RPTs. Any member of the Audit Committee having a potential interest in the proposed RPT will not participate in the discussions nor vote on the proposal for approval of the transaction.

The Audit Committee shall at the end of every quarter appraise the position of the approved transactions to ensure that all necessary requirements are being complied with. The Audit Committee shall also review the status of long-term (more than one year) or recurring RPTs on an annual basis.

B. BOARD:

The Board will approve all RPT's which are not at arm's length and / or which are not in the ordinary course of business.

If the Audit Committee does not approve any RPT, it shall refer the same to the Board for approval.

Once contracts / arrangements with related parties are approved by the Audit Committee / Board, transactions arising out of the same would not be subject to evaluation when they are executed. This process will be monitored by the F&A head continuously.

C. SHAREHOLDERS:

All Material Transactions and any material modification thereto, will be referred to the shareholders for prior approval.

A summary of information provided by the Management to the Audit Committee under Clause 5A (a) to (e) shall form a part of the explanatory statement. In addition to the same, the shareholders will be provided with information under clauses 5A (g) to (i) and clause 5A (f), wherever applicable.

No related party will vote on such resolutions irrespective of the fact whether it is a related party to the transaction or not.

EXCLUSIONS:

The following RPTs will not be put up for approval as permitted under law:

1. Transactions between the Company and its Wholly Owned Subsidiary (WOS) (if the Company is preparing consolidated accounts and placing the same before its shareholders for approval)
2. Transactions between two WOS of the Company (if the Company is preparing consolidated accounts and placing the same before its shareholders for approval)
3. Transactions not exceeding rupees One crore between a subsidiary of the Company with a related party, wherein the Company is not a party to the transaction
4. Payment of any statutory dues, statutory fees or statutory charges to central or state government
5. Issue of specified securities on preferential basis subject to compliance of applicable SEBI Regulations.
6. Corporate actions as under as the same are uniformly applicable to all shareholders:
   - Payment / receipt of dividend
   - Sub-division or consolidation of securities
   - Issue of securities as rights or bonus
   - Buy-back of securities
7. Retail purchases by the directors or key managerial personnel of the listed entity or its subsidiary, and relatives of such directors or key managerial personnel from the Company or its subsidiaries, without establishing a business relationship and at the terms which are uniformly applicable/offered to all employees, key managerial personneland directors and relatives of directors or key managerial personnel.

In addition to the above, since the transactions or arrangements mentioned below are specifically dealt under different provisions of the Law/policy of the Company and executed under separate approvals, no approval of Audit Committee will be taken for:

a) Any RPTs (except in case of any Material Transaction) approved by the Nomination & Remuneration Committee and the CSR Committee.
b) Any transaction by the Company with its employee, who is a related party of L&T group, pursuant to the employment terms.
c) Employer's contribution to Provident Fund / Gratuity / Superannuation etc. to a recognized Trust as part of its statutory obligations.
d) Reimbursement of expenses at actuals based on supporting documents.

DISCLOSURE:
Appropriate disclosures as required under the Act and the Listing Regulations will be made in the Annual Report and to the Stock Exchanges.

REVIEW AND AMENDMENT:
Any change in the definitions and / or any provisions of this Policy pursuant to an amendment in the Listing Regulations or the Act will be effective without any further approval from the Audit Committee / Board. The Audit Committee / Board will be briefed about such changes.

The Board will review the Policy at least once in three years.

In the event any provisions of the Policy are inconsistent with the provisions of Listing Regulations or the Act or any other applicable statutes, the provisions of the regulatory statutes will prevail.

Version	Change	Date	Created by	Reviewed by	Approved by
1	-	26/05/2014	CS	CFO	Board
2	Criteria for grant of omnibus approval of related party transactions added in the policy	29/01/2016	CS	CFO	Board
3	Amendment to the definition of material replated party transactions	May 2018	CS	CFO	ECom
4	Definition of Listing Agreement removed from the Policy	April 2019	CS	CFO	ECom
5	Amendment to the definition of material replated party transactions	March 2021	CS	CFO	ECom
6	Alignment of policy provisions with the amendment to SEBI LODR	24/03/2022	CS	CFO	Board
7	Revision in thresholds for approval of related party transactions by the Audit Committee	25/07/2023	CS	CFO	Board
8	Revision in thresholds for approval issuance of Parent Company Guarantees on behalf of related parties by the Audit Committee	14/12/2023	CS	CFO	Board
9	Alignment of policy provisions with the amendment to SEBI LODR	30/01/2025	CS	CFO	Audit Committee /Board
10	Alignment of policy provisions with the amendment to SEBI LODR		CS	-	Audit Committee

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