

**OLA ELECTRIC MOBILITY LIMITED RELATED PARTY TRANSACTIONS
POLICY**

Policy Version	Date of Board approval	Effective Date
Version 1.0	July 26, 2024	August 9, 2024
Version 2.0	May 22, 2025	May 22, 2025

1. TITLE:

This policy on materiality of Related Party Transactions and dealing with Related Party Transactions shall be called the Related Party Transactions Policy (“**Policy**”).

2. COMMENCEMENT:

The Policy shall come in to force with effect from the date of listing of the equity shares of Ola Electric Mobility Limited (*the “Company”*) on BSE Limited and National Stock Exchange of India Limited.

3. OBJECTIVE:

Related party transactions have been one of the major areas of focus for corporate governance reforms being initiated in India. Related Party Transactions can present a potential or actual conflict of interest which may be against the best interest of a company and its shareholders. The changes introduced in the corporate governance norms through Section 188 of the Companies Act, 2013, as amended from time to time and the rules framed thereunder (“**Companies Act**”) and Regulation 23 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended from time to time (“**SEBI Listing Regulations**”) require companies to ensure enhanced transparency and follow due processes for approval of their related party transactions. Pursuant thereto, Section 188 of the Companies Act and Regulation 23 of the SEBI Listing Regulations require the Company to formulate a policy on materiality of related party transactions and also, on dealing with related party transactions (including clear threshold limits duly approved by the Board).

Accordingly, the board of directors (“**Board**”) of the Company has adopted the following policy with regard to related party transactions. The Audit Committee of the Company will review this policy on an annual basis and propose any modifications to the Board for approval.

No Related Party transaction may be entered into and no existing Related Party transaction shall be modified or renewed by the Company, except in accordance with the provisions of this Policy.

4. DEFINITIONS:

- i. “**Act**” means the Companies Act, 2013 as amended from time to time;
- ii. “**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.
- iii. “**Audit Committee**” means the audit committee of the board of directors of the Company.
- iv. “**Board**” means the board of directors of the Company.
- v. “**Company**” means Ola Electric Mobility Limited.

- vi. “**Director(s)**” means director(s) on the Board, as appointed from time to time.
- vii. “**Key Managerial Personnel**” or “**KMPs**” means key managerial personnel as defined under the Companies Act and includes:
 - (i) Managing Director, or Chief Executive Officer or Manager;
 - (ii) the Whole Time Director;
 - (iii) Company Secretary;
 - (iv) Chief Financial Officer;
 - (v) such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board; and
 - (vi) such other officer as may be prescribed.
- viii. “**Material Related Party Transaction**” as per the SEBI Listing Regulations and Companies (Meetings of Board and its Powers) Rules, 2014:

Material Related Party Transaction means a Related Party Transaction to be entered into with a Related Party, individually or taken together with previous transactions during a financial year, exceeding the following thresholds:

 - a. In case of transactions involving payments made with respect to brand usage or royalty, if it exceeds **5% (five)** of the annual consolidated turnover of the Company as per its last audited financial statements; or
 - b. In case of any other Related Party Transaction(s) covered under SEBI Listing Regulations, if the amount exceeds **Rs. 1,000 crores or 10% (ten percent)** of the annual consolidated turnover of the Company as per its last audited financial statements, whichever is lower; or
 - c. In case of any Related Party Transaction(s) covered under the Companies Act, if it exceeds the limits prescribed in Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2015, as may be amended from time to time.
- ix. “**Ordinary Course of Business**” with reference to a transaction with a related party means a transaction which is:
 - a. carried out in the normal course of business envisaged in accordance with the Memorandum of Association of the Company as amended from time to time;
 - b. historical practice with a pattern of frequency;
 - c. common commercial practice; or

- d. meets any other parameters / criteria as decided by the Board/Audit Committee, from time to time.
- x. **“Policy”** means this policy, as amended from time to time.
- xi. **“Related Party”** in relation to the Company means a party related to the Company in any of the ways as laid down in Section 2(76) of the Companies Act 2013, SEBI Listing Regulations or under applicable accounting standards, each as may be amended from time to time.
- xii. **“Related Party Transaction”** in relation to the Company means a transaction with a related party as defined in 2 (1) (zc) of the SEBI Listing Regulations and under the relevant provisions of the Act or any relevant Indian Accounting Standards, as amended from time to time.
- xiii. **“Relative”** means any person as per Section 2(77) of the Act and rules prescribed there under and as per Regulation 2(1) (zd) of the SEBI Listing Regulations or as per the applicable Accounting Standards as amended from time to time.
- xiv. **“Subsidiary”** means a subsidiary as defined in regulation 2(zm) of the SEBI Listing Regulations read with Section 2(87) of the Companies Act 2013.
- xv. **“SEBI Listing Regulations”** means the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended from time to time.
- xvi. **“Senior Management”** or **“SMP”** shall mean the officers and personnel of the Company who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the Company Secretary and the Chief Financial Officer
- xvii. **“Material Modifications”** shall mean any modification with respect to the following: (i) Increase in the limit of amounts approved for a Related Party Transaction with a Related Party amounting to **20% (Twenty Percent) or more** of the consolidated turnover of the Company in a financial year;
(ii) significant terms and conditions of the contract with a Related Party; (iii) any other modification which as per the directions of the Audit Committee may be deemed material on case-to-case basis.
- xviii. **“Unforeseen Related Party Transaction”** means a Related Party Transaction, where the need for such transaction cannot be foreseen, the details whereof necessary for seeking an omnibus approval of the Audit Committee are not available and the value of such

transaction does not exceed Rupees one crore per transaction.

5. INTERPRETATION:

Any words used in this Policy but not defined herein shall have the same meaning prescribed to it in the Companies Act, the Securities and Exchange Board of India Act, 1992, as amended, or rules and regulations made thereunder including the SEBI Listing Regulations, the applicable accounting standards or any other relevant legislation/law applicable to the Company.

The reference to the masculine gender in the Policy shall be deemed to include a reference to feminine gender.

In case of any dispute or difference upon the meaning / interpretation of any word or provision in this policy, the same shall be referred to the Audit Committee and the decision of the Audit Committee shall be final. In interpreting such term/provision, the Audit Committee may seek the help of any of the officers of the Company or an external expert as it deems fit.

6. PROCEDURE:

I. Disclosure by Directors and Identification of the Related Parties

The Company has formulated guidelines for identification and updating the list of related parties as prescribed under Section 2(76) of the Act read with the Rules framed thereunder and Regulation 2(1) (zb) of the SEBI Listing Regulations.

- a. Every Director shall at the beginning of the financial year provide information by way of written notice to the Company regarding his concern or interest in the entity with specific concern to parties which may be considered as Related Party with respect to the Company and shall also provide the list of Relatives which are regarded as Related Party as per this Policy;
- b. Directors are also required to provide the information regarding their engagement with other entity during the financial year which may be regarded as related party according to this Policy.
- c. The Company shall identify the list of related parties by virtue of upstream and downstream shareholding in/ by the Company or exercise of control either jointly or severally, irrespective of shareholding.

II. Identification of Transaction with Related Parties

- a. The Related Party of the Company shall be identified and ascertained in light of the aforementioned definition of the Related Party.
- b. Every Board and KMP of the Company shall be responsible for providing a list of his / her Related Party to the Company. The disclosure shall be submitted to the Company:
 - (i) at the time of appointment of such person to office;
 - (ii) at the first meeting of the Board held in every financial year, and
 - (iii) whenever there is any change in the disclosures already made, then at the first Board meeting held after such change.
- c. The Board shall take note of such disclosures and maintain database of Company's Related Parties.
- d. Any questions as to whether a person is a Related Party or not shall be determined by the Committee.
- e. The Compliance Officer shall maintain a database of Company's Related Parties containing the names and other applicable details of individuals and the entities, identified on the basis of the definition set forth in this policy.

Each Director, KMP and SMP is responsible for providing notice to the Company or Audit Committee of any potential Related Party Transaction involving him or her or his or her Relative, including any additional information about the transaction that the Board / Audit Committee may reasonably request. The Company shall collate the data and shall at all times maintain a database of the Related Parties and shall ensure that no transaction is entered into with any Related Party without requisite approvals.

The notice of any potential Related Party Transaction shall be given well in advance to the Board/ Audit Committee and the company secretary and shall also contain adequate information about the Related Party transaction(s). This will provide the Board/Audit Committee members adequate time and information to consider and review the proposed transaction(s)

Each Director, KMP and SMP shall make an annual declaration as per the provisions of the Companies Act and the rules framed thereof with respect to Related Party transactions to the Company in the start of month ending the last quarter of the financial year and this declaration shall be placed before the Audit Committee and the Board at their meeting to be held at the last quarter of the financial year.

Any change in the list of Relatives shall be intimated by the Directors and KMPs/SMPs by way of a fresh declaration to the Company within 15 days of such change.

The Company shall identify the list of related parties by virtue of upstream and downstream shareholding in/ by the Company or exercise of control either jointly or severally, irrespective of shareholding.

- f. Any employee of the Company who is aware of any transaction that is or may be perceived to be a RPT is required to bring the same to the attention of the Audit Committee of the Company through the company secretary.

7. APPROVAL OF RELATED PARTY TRANSACTIONS.**I. Audit Committee**

All RPTs and any subsequent Material Modifications shall be undertaken only after prior approval of the Audit Committee and these transactions should be approved only by Independent Directors of the Audit Committee.

Prior approval of the Audit Committee shall not be required for a related party transaction to which any listed subsidiary of the Company is a party but the Company is not a party, if regulation 23 and sub-regulation (2) of regulation 15 of SEBI Listing Regulations are applicable to such listed subsidiary.

Any member of the Audit Committee or the Board who has potential interest in any Related Party Transaction shall in terms of Rule 15(2) of the Companies (Meeting of Board and its Powers) Rules, 2014 not be present at the meeting during discussions on the subject matter and shall recuse himself or herself and abstain from discussion and voting on the approval of the Related Party Transaction.

The Audit Committee shall be provided with requisite information for approval of each Related Party Transaction.

A related party transaction to which the subsidiary of a Company is a party but the Company is not a party, shall require prior approval of the audit committee of the Company if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year, exceeds ten per cent of the annual standalone turnover, as per the last audited financial statements of the subsidiary.

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 individual or taken together, during a financial year shall not exceed rupees 1 one crore;
- (ii) the transaction is not material in terms of the provisions of sub-regulation (1) of this regulation;
- (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 the provisions of sub-regulation (9) of this regulation;
- (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 listed entity against any loss incurred by it.

A Related Party Transaction to which the unlisted subsidiary of the Company is a party but the Company is not a party, shall require prior approval of the Audit Committee if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year exceeds **10% (ten per cent)** of the annual standalone turnover, as per the last audited financial statements of the subsidiary.

Factors to be considered by the Audit Committee:

The Audit Committee shall be provided the following information for review and approval of the Related Party Transaction:

- i. Type, material terms and particulars of the proposed transaction;
- ii. Name of the related party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise);
- iii. Tenure of the proposed transaction (particular tenure shall be specified);
- iv. Value of the proposed transaction;
- v. The percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a Related Party Transaction involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);
- vi. If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary:
 - (A) details of the source of funds in connection with the proposed transaction;
 - (B) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,
 - nature of indebtedness;
 - cost of funds; and
 - tenure;
 - (C) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and

(D) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the Related Party Transaction.

- vii. Justification as to why the Related Party Transaction is in the interest of the Company;
 - viii. A copy of the valuation or other external party report, if any such report has been relied upon;
 - ix. Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed Related Party Transaction on a voluntary basis;
 - x. Any other information that may be relevant
- b. The Audit Committee shall review the status of long term (more than one year) or recurring Related Party Transactions on an annual basis.

In determining whether to approve a Related Party Transaction, the Audit Committee will consider the following factors, among others, to the extent relevant to the Related Party Transaction:

- i. Whether the terms of the Related Party Transaction are fair and on arm's length basis to the Company and would apply on the same basis if the transaction did not involve a Related Party;
- ii. Whether there are any compelling business reasons / rationale for the Company to enter into the Related Party Transaction and the nature of alternative transactions, if any;
- iii. Whether the Related Party Transaction would affect the independence of an independent Director;
- iv. Whether the proposed transaction includes any potential reputational risk issues that may arise as a result of or in connection with the proposed transaction;
- v. Whether the Company was notified about the Related Party Transaction before its commencement and if not, why pre-approval was not sought and whether subsequent ratification is allowed and would be detrimental to the Company; and
- vi. Whether the Related Party Transaction would present an improper conflict of interest for any Director or Key Managerial Personnel of the Company, taking into account the size of the transaction, the overall financial position of the Director, Executive Officer or other Related Party, the direct or indirect nature of the Director's, Key Managerial Personnel's or other Related Party's interest in the transaction and the ongoing nature of any proposed relationship and any other factors the Board / Committee deems relevant.

- vii. Whether subsequent ratification of the Related Party Transaction is allowed and would be detrimental to the Company; and
- viii. Whether the transaction is in the interest of the Company
- ix. If the Audit Committee determines that a Related Party Transaction should be brought before the Board, or if the Board in any case elects to review any such matter or it is mandatory under any applicable law for Board to approve the Related Party Transaction, then the considerations set forth above shall apply to the Board's review and approval of the matter, with such modifications as may be necessary or appropriate under the circumstances.

Omnibus approval by the Audit Committee

The Audit Committee may grant omnibus approval for Related Party Transactions proposed to be entered into by the Company subject to the following conditions:

- i. The Audit Committee shall lay down the criteria for granting the omnibus approval in line with this Policy and such approval shall be applicable in respect of transactions which are repetitive in nature;
- ii. The Audit Committee shall satisfy itself of the need for such omnibus approval and that such approval is in the interest of the Company.
- iii. The Audit Committee shall specify the criteria for granting omnibus approval take which shall include the following namely:
 - a. maximum value of the transactions, 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 of the omnibus approval made.
 - e. transactions which cannot be subject to the omnibus approval by the Audit Committee;
 - f. repetitiveness of the transactions (in past or in future);
 - g. justification for the need of omnibus approval.
- iv. Such omnibus approval shall specify (i) the name/s of the related party (ii) nature of transaction and period of transaction (iii) maximum amount of transaction that can be entered into, (iv) the indicative base price / current contracted price and the formula for variation in the price if any and (iii) any other relevant information as the Audit Committee may deem fit;

Provided that where the need for Related Party Transaction 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. Audit Committee shall review, at least on a quarterly basis, the details of Related Party Transactions entered into by the Company pursuant to each of the omnibus approval given; and
- vi. Such omnibus approvals shall be valid for a period not exceeding one year and shall require fresh approvals after the expiry of one year

Exemptions:

Provisions of Regulation 23(2), 23(3) and 23(4) of the SEBI Listing Regulations shall not be applicable in the following cases:

- I. Transactions entered into between the Company and its wholly owned subsidiary whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval.
- II. 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.

II. Board of Directors

All RPTs within the scope of Section 188 of the Act, which are not in the ordinary course of business and not at an arm's length shall require prior approval of the Board.

In addition, the following RPTs shall also be placed before the Board for approval:

- Material Related Party Transactions and any subsequent material modifications to Related Party Transactions, which are intended to be placed before the shareholders for approval.
- All other RPTs as referred by the Audit Committee from time to time.

Information in such form and manner as prescribed in the Act and/or SEBI Listing Regulations shall be provided to the Board.

Where any Director is interested in any contract or arrangement with a Related Party, such Director shall not be present at the meeting during discussions on the subject matter of the resolution relating to such contract or arrangement.

III. Shareholder approval

- a. All Material Related Party Transactions and subsequent Material Modifications as defined by the audit committee and in this Policy shall require prior approval of the shareholders through an ordinary resolution and all Related Parties shall abstain from voting to approve such resolutions, whether they are parties to the particular transaction or not. However, the said requirement would not be applicable in respect of a resolution plan approved under section 31 of the Insolvency and Bankruptcy Code, 2016 subject to the event being

disclosed to the recognized stock exchanges within one day of the resolution plan being approved

- b. In case of omnibus approvals for material Related Party Transactions, obtained from shareholders in general meetings other than Annual General Meetings, the validity of such omnibus approvals shall not exceed one year.
- c. In case of omnibus approvals for material Related Party Transactions, obtained from shareholders in Annual General Meeting, the validity of such omnibus approvals shall upto the date of next Annual General Meeting which shall in no case exceed 15 months.

Exemptions:

The shareholders' approval is not required for the transactions entered into between the Company and its wholly owned subsidiaries whose accounts are consolidated with the Company, and transactions entered into between two-wholly owned subsidiaries of the listed holding company, whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval.

- d. Process for Dealing with Related Party Transactions
- e. A list of all the related parties in relation to the Company received from the Board shall be updated from time to time.
- f. Basis the aforesaid list of related parties, every department shall, prior to entering in to any contract or arrangement with a related party, ascertain whether the proposed contract or arrangement satisfies the approval mechanism prescribed under this Policy.
- g. The contract / arrangement shall not be entered in to without the necessary approval from the Audit Committee / Board / shareholders, as the case may be. Compliance to this condition will strictly be adhered to by the concerned department proposing the underlying contract or arrangement.

8. REPORTING OF RELATED PARTY TRANSACTIONS.

- I. Every contract or arrangement, which is required to be approved by the Board / shareholders under this Policy, shall be referred to in the Board's report to the shareholders along with the justification for entering into such contract or arrangement.
- II. All material Related Party Transactions on arm's length basis and Related Party Transactions which are not at arm's length shall be disclosed in Form AOC-2 in the Board's Report.
- III. The details of material transactions with related parties will be included in the Integrated corporate governance reports which are required to be submitted to the stock exchanges on a quarterly basis.
- IV. The Company shall disclose the policy on dealing with Related Party Transactions on its website and a web link thereto shall be provided in the Annual Report of the Company.

- V. The Company shall disclose to the Stock Exchange, related party transactions in the format and timeline specified by the Securities and Exchange Board of India and disclose the same on the website of the Company.
- VI. The Company shall maintain in Form MBP-4, a register of all contracts or agreements with related parties or in which directors are interested.

9. AMENDMENTS.

The Audit Committee is empowered to review and recommend amendments to this Policy as may be considered necessary from time to time but at least once every three years. All amendments to this Policy as may be recommended by the Audit Committee would be subject to the Board's approval.

Furthermore, the Board may at any time amend this Policy either pursuant to any changes in applicable regulations or otherwise

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

10. FAILURE TO PROCURE APPROVALS.

Subject to and without prejudice to the obligation to procure prior approvals under this Policy, in the event that a Related Party Transaction has taken place without obtaining the prior approval under this Policy, the matter shall be forthwith reviewed by the Audit Committee, and its findings and recommendations shall be placed before the Board. The Board shall consider all of the relevant facts and circumstances regarding the Related Party Transaction, and the Board shall (or if the concerned Related Party Transaction required the approval of the shareholders, the shareholders shall, based on the recommendation of the Board) determine the proposed way forward including any ratification, revision or termination of the said Related Party Transaction and/or initiating any compounding / adjudication proceedings with the concerned regulator, initiating disciplinary action against the concerned Director / employee / Key Managerial Personnel, provided however that all such actions shall be subject to and in due compliance with applicable law, and subject to the provisions of Section 177 (4) of the Companies Act, and without prejudice to the powers of the Board in terms of the provisions of Section 188(3) and 188(4) of the Companies Act.

11. COMMUNICATION OF THIS POLICY.

This Policy shall be posted on the website of the Company.
