

## RELATED PARTY TRANSACTIONS POLICY

### Objectives

To comply with the section 188 of Companies Act, 2013 rule 15 of the Companies (meeting of board and its power) rules, 2014 and regulation 23 of SEBI (LODR), 2015. Blue coast Hotels (The Company) has adapted certain policy to adhere the above mentioned provisions.

### Definition:

**1. Related Party:** related party", with reference to a Company, means—

- (i) A director or his relative;
- (ii) A key managerial personnel or his relative;
- (iii) A firm, in which a director, manager or his relative is a partner;
- (iv) A private Company in which a director or manager is a member or director;
- (v) A public Company in which a director or manager is a director or holds along with his relatives, more than two per-cent of its paid-up share capital;
- (vi) Anybody corporate whose Board of Directors, managing director or manager is accustomed to act in accordance with the advice, directions or instructions of a director or manager;
- (vii) Any person on whose advice, directions or instructions a director or manager is accustomed to act: Provided that nothing in sub-clauses (vi) and (vii) shall apply to the advice, directions or instructions given in a professional capacity;
- (viii) Any Company which is—
  - (A) A holding, subsidiary or an associate Company of such Company; or
  - (B) A subsidiary of a holding Company to which it is also a subsidiary;
- (ix) Such other person as may be prescribed;

**2. Relative:** with reference to any person, means anyone who is related to another, if—

- (i) They are members of a Hindu Undivided Family;
- (ii) They are husband and wife; or
- (iii) One person is related to the other in such manner as may be prescribed;

**3. Arm's Length Transaction:** transaction between two related parties that is conducted as if they were unrelated, so that there is no conflict of interest.

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### Blue Coast Hotels Ltd.

Regd. Office: Shop No. BG/1, Shanta Kunj, Cooperative Housing Society Ltd., Comba, Margao, Goa- 403601  
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CIN No.: L31200GA1992PLC003109

## Policy:

Except with the consent of the Board of Directors given by a resolution at a meeting of the Board and subject to such conditions as may be prescribed in Terms and Condition , The Company shall not enter into any contract or arrangement with a related party with respect to—

- (a) Sale, purchase or supply of any goods or materials;
- (b) Selling or otherwise disposing of, or buying, property of any kind;
- (c) Leasing of property of any kind;
- (d) Availing or rendering of any services;
- (e) Appointment of any agent for purchase or sale of goods, materials, services or property;
- (f) Such related party's appointment to any office or place of profit in the Company, its subsidiary Company or associate Company; and
- (g) Underwriting the subscription of any securities or derivatives thereof, of the Company:

(2) Every contract or arrangement entered into under Clause (1) shall be referred to in the Board's report to the shareholders along with the justification for entering into such contract or arrangement.

(3) Where any contract or arrangement is entered into by a director or any other employee, without obtaining the consent of the Board or approval by a special resolution in the general meeting under Clause (1) and if it is not ratified by the Board or, as the case may be, by the shareholders at a meeting within three months from the date on which such contract or arrangement was entered into, such contract or arrangement shall be voidable at the option of the Board and if the contract or arrangement is with a related party to any director, or is authorised by any other director, the directors concerned shall indemnify the Company against any loss incurred by it.

(4) Without prejudice to anything contained in Clause (3), it shall be open to the Company to proceed against a director or any other employee who had entered into such contract or arrangement in contravention of this policy for recovery of any loss sustained by it as a result of such contract or arrangement.

(5) Any director or any other employee of a Company, who had entered into or authorised the contract or arrangement in violation of this Policy shall be accountable to the consequences decided by the Board of Directors

## Terms and Conditions.

1. All related party transactions shall require prior approval of the audit committee.
2. All related party transactions shall require approval of the shareholders through resolution and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.
3. Related Party Transaction policy shall be reviewed by the board of directors at least once every three years and updated accordingly.

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