

RELATED PARTY TRANSACTION POLICY

Pursuant to Regulations 23(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)
(As amended on 22nd January, 2026)

1. Preamble

The Board of Directors (the "Board") of India Motor Parts & Accessories Limited (the "Company" or "IMPAL"), has adopted the following policy and procedures with regard to Related Party Transactions as defined below. The Audit Committee will review and may amend this policy from time to time.

This policy is to regulate transactions between the Company and its Related Parties based on the applicable laws and regulations applicable on the Company.

2. Purpose

The Policy is being framed in compliance with the requirement stipulated under Regulation 23(1) of the "SEBI" (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and "Companies Act, 2013" (the Act) and other applicable provision, if any.

3. Related Party

Related Party means as defined under Section 2(76) of the Act and under regulation of 2(1)(zb) of the listing regulation and applicable accounting standards.

4. Related Party Transaction

Related Party Transaction means related party transaction as defined under Regulation 2(1)(zc) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations")

4. Material Related Party Transaction

Material Related Party Transaction 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 FY, exceeds the thresholds specified in Schedule XII of the listing regulations which is as under:



Annual consolidated turnover	Threshold
Upto INR 20,000 Cr	10% of ACT
INR 20,001 Cr to INR 40,000 Cr	INR 2,000 Cr + 5% of ACT above INR 20,000 Cr
Above INR 40,000 Cr	INR 3,000 Cr + 2.5% of ACT above INR 40,000 Cr or INR 5,000 Cr (whichever is lower)

In case of transaction involving payment to a Related Party for brand usage or royalty, it will be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed 5% percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company

5. Material Modification

Material Modification means any modification, either individually or taken together with any previous modification(s) made to the estimated values originally approved by the Audit Committee, that results in a variation in the approved limits of 20%

6. Policy

All Related Party Transactions must be reported to the Audit Committee and referred for approval by the Committee in accordance with this Policy.

7. Approval of Related Party Transactions

All Related Party Transaction(s) of the Company and subsequent Material Modifications thereto, shall require prior approval of the Audit Committee or the Board of Directors or the Shareholders of the Company, as the case may be, as required under and subject to the Act and the Listing Regulations.

8. Amendment

The Audit Committee may review and amend this policy from time to time, subject to approval by the Board in order to align with the applicable rules and regulations.

