

BHARAT DYNAMICS LIMITED

RELATED PARTY TRANSACTIONS - POLICY & PROCEDURES

(Approved by the Board of Directors on 26 December 2017 and subsequently reviewed on
25 May 2023 and 28 May 2026)

1. Preamble

- 1.1. Bharat Dynamics Limited ("**BDL**" or "**Company**") is committed to uphold the highest ethical and legal conduct in fulfilling its responsibilities and recognizes that related party transactions can present a risk of actual or apparent conflict of interest of the directors, senior management etc. with the interest of BDL.
- 1.2. The board of directors of BDL (the "**Board of Directors**" or "**Board**") adopts the following policy and procedures (the "**Policy**") with regard to Related Party Transactions ("**RPT**") as defined below, in compliance with the requirements of Section 188 of the Companies Act 2013 and rules made there under and any subsequent amendments thereto and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time ("**SEBI Listing Regulations**"), and such other regulatory provisions, as may be applicable in order to ensure timely identification, approval, disclosure and reporting of transactions between the Company and any of its Related Parties (*as defined below*).

2. Objective

- 2.1. This Policy is intended to ensure systematic identification, approval and / or reporting of transactions as applicable, between BDL and any of its Related Party in the best interest of BDL and its stakeholders. Provisions of this Policy are designed to govern the transparency in identification and approval process as well as disclosure requirements to ensure fairness in the conduct of Related Party Transactions, in terms of the applicable laws. This Policy shall supplement other policies of BDL that may be in force for identification, approval and / or reporting of transactions with related persons.
- 2.2. The Audit Committee, Board and shareholders of BDL, as the case may be, shall review, approve and ratify Related Party Transactions (including its material modification) based on this Policy in terms of the requirements under the above provisions. The Board of Directors reserve the power to review and amend this Policy from time to time. Any exceptions to the Policy on Related Party Transactions shall be consistent with the Companies Act 2013, including the rules promulgated there under and the SEBI Listing Regulations and shall be approved in the manner as may be decided by the Board of Directors.

3. Transactions Covered by this Policy

- 3.1. A transaction covered by this policy includes any contract or arrangement with a related party with respect to transactions defined hereunder as "Related Party Transaction".

4. **Definitions**

4.1. “**Act**” means the Companies Act, 2013, to the extent notified and the Companies Act, 1956, to the extent in force and rules made there under as amended from time to time.

4.2. “**Associate Company**”, in relation to another company, means a company in which BDL has a significant influence but which is not a subsidiary company of BDL having such influence and includes the joint venture companies of BDL if any.

Explanation: "significant influence" means control of at least twenty percent of total share capital, or of business decisions under an agreement. Further, "Total Share Capital" means the aggregate of the paid-up equity share capital and convertible preference share capital.

4.3. “**Audit Committee**” means a committee of the board of directors of BDL constituted under provisions of the Act and SEBI Listing Regulations.

4.4. “**Control**” includes the right to appoint majority of the directors or to control the management or policy decisions exercisable by a person or persons acting individually or in concert, directly or indirectly, including by virtue of their shareholding or management rights or shareholders’ agreements or voting agreements or in any other manner:

Provided that a director or officer of BDL shall not be considered to be in control over such company, merely by virtue of holding such position;

4.5. “**Key Managerial Personnel**” means key managerial personnel as defined in subsection (51) of section 2 of the Companies Act, 2013.

4.6. “**Material Related Party Transactions**” means

(a) **Following transaction with a related party under the Companies Act, 2013**

Sr No	Transaction or contract or arrangements for	*Limits for the time being in force (as per Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014)
1.	Sale, purchases or supply of any goods or materials, direct or through appointment of agent	Amounting to 10% or more of the turnover of the Company as mentioned in clause (a) and clause (e) respectively of sub-section (1) of section 188; For the transaction or transactions to be entered into either individually or taken together with the previous transactions during a financial year
2.	Selling or otherwise disposing of, or buying property of any kind, directly or through appointment of agent	Amounting to 10% or more of the net worth of the Company as mentioned in clause (b) and clause (e) respectively of sub-section (1) of section 188; For the transaction or transactions to be entered into either individually or taken together with the previous transactions during a financial year

3.	Leasing of property of any kind	Amounting to 10% or more of the turnover of the Company as mentioned in clause (c) of sub- section (1) of section 188; For the transaction or transactions to be entered into either individually or taken together with the previous transactions during a financial year.
4.	Availing or rendering of any services, directly or through appointment of agent	Amounting to 10% or more of the turnover of the Company as mentioned in clause (d) and clause (e) respectively of sub-section (1) of section 188 For the transaction or transactions to be entered into either individually or taken together with the previous transactions during a financial year.
5.	For appointment to any office or place of profit in the Company, its subsidiary company or Associate Company	Where monthly remuneration exceeds Rs. 2,50,000
6.	Remuneration for underwriting the subscription of any securities or derivatives thereof, of the Company	For amount exceeding 1% of net worth of the Company as mentioned in clause (g) of sub- section (1) of section 188
*shall be considered as amended from time to time in line with the amendment in Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 by the Central Government. Turnover and net worth referred above shall be computed as per audited financial statement for the preceding financial year.		

(b) As per Regulation 23 of the SEBI Listing Regulations* (*shall be considered as amended from time to time in line with SEBI Listing Regulations)

Means 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, exceeds the thresholds as specified in Regulation 23 read with Schedule XII of SEBI LODR regulations as amended from time to time.

Further a 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 listed entity as per the last audited financial statements of the BDL.

(c) Material modification of Related Party Transaction in relation to Company means and include any modification to an existing related party transaction having variance of 25% of the existing limit as sanctioned by the Audit Committee / Board / Shareholders, as the case may be.

- 4.7. **“Office or place of profit”** means any office or place—
- (i) where such office or place is held by a director, if the director holding it, receives from BDL anything by way of remuneration over and above the remuneration to which he is entitled as director, by way of salary, fee, commission, perquisites, any rent-free accommodation, or otherwise;
 - (ii) where such office or place is held by an individual other than a director or by any firm, private company or other body corporate, if the individual, firm, private company or body corporate holding it, receives from BDL anything by way of remuneration, salary, fee, commission, perquisites, any rent-free accommodation, or otherwise.
- 4.8. **“Related Party”** - Related Party means a Related Party as defined under:
- (i) Section 2(76) of the Companies Act, 2013; or
 - (ii) Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; or
 - (iii) Indian Accounting Standard (IND AS) 24 as notified by the Central Government.
- 4.9. **“Relatives”** - “Relative” shall be as defined in Section 2(77) of the Companies Act, 2013 read with Rule 4 of the Companies (Specification of Definitions Details) Rules, 2014
- 4.10. **“Related Party Transactions”** - Related Party Transactions means transactions / contracts /arrangement which falls within the purview of:
- (i) Section 188 of the Act; or
 - (ii) Regulation 2(1) (zc) of the SEBI Listing Regulations; or
 - (iii) Indian Accounting Standard (IND AS) 24 as notified by the Central Government.
- 4.11. **“Transactions on arm’s length basis”** means a transaction between two related parties that is conducted as if they were unrelated, so that there is no conflict of interest.

5. Pre-requisites for ascertaining related party

- 5.1. The following details shall be required:
- (i) Declaration / disclosure of interest by all the directors and Key Managerial Personnels’ in form MBP-1.
 - (ii) Declaration of relatives by all directors and Key Managerial Personnels’.
 - (iii) Declaration about a firm in which a director and Key Managerial Personnel or his relative is a partner.
 - (iv) Declaration about a private company in which a director and Key Managerial Personnel or his relative is a member or director.
 - (v) Declaration regarding a public company in which a director and Key Managerial Personnel is a director and holds along with the relatives more than 2% of the paid-up share capital.
 - (vi) any company which is—
 - a) a subsidiary or an Associate Company of the BDL; or
 - b) a subsidiary of a subsidiary of BDL.

6. Identification of potential Related Party Transactions

- 6.1. The concerned functional / departmental head shall arrange to nominate a nodal officer at the respective department (preferably a person having knowledge of the company law and accounting standards). Each director / key managerial personnel are responsible for providing written notice to the concerned nodal officer of any potential Related Party Transaction involving him or her or his or her relatives, including any additional information about the transaction that the nodal officer may reasonably request. The nodal officer, shall, in consultation with other members of management and Company Secretary, as appropriate, ascertain whether any transaction in the concerned department would be covered under the definition of Related Party Transactions and report the said transaction to the Head of Central Accounts. After obtaining the report of the Head of Central Accounts, approval of the Audit Committee shall be obtained for the said transaction. Thereafter, the proposed Related Party Transaction shall be placed before the Board for its consideration.
- 6.2. Every director / Key Managerial Personnel of BDL who is in any way, whether directly or indirectly, concerned or interested in a contract or arrangement or proposed contract or arrangement entered into or to be entered into shall disclose the nature of his concern or interest at the meeting of the Board in which the contract or arrangement is discussed and shall not participate in or exercise influence over any such meeting.
- 6.3. Where any director / Key Managerial Personnel, who is not so concerned or interested at the time of entering into such contract or arrangement, he shall, if he becomes concerned or interested after the contract or arrangement is entered into, shall disclose his concern or interest forthwith when he becomes concerned or interested or at the first meeting of the Board held after he becomes so concerned or interested.
- 6.4. A contract or arrangement entered into by BDL without disclosure or with participation by a director / Key Managerial Personnel who is concerned or interested in any way, directly or indirectly, in the contract or arrangement, shall be voidable at the option of BDL.
- 6.5. BDL strongly prefers to receive such notice of any potential Related Party Transaction well in advance so that the nodal officer has adequate time to obtain and review information about the proposed transaction and other matters incidental thereto and to refer it to the appropriate authority for approval.
- 6.6. Any director / Key Managerial Personnel who has been convicted of the offence dealing with Related Party Transactions at any time during the last preceding five years shall be disqualified for appointment as director / Key Managerial Personnel, as the case may be.

7. Road map to track Related Party Transactions

- 7.1. For prospective / potential Related Party Transaction, it is essential to identify the transaction at proposal / purchase requisition / contract stage, at the department level. As such, there is a requirement of amendment in the vendor master and customer master by material management where one mandatory field of related party identifier (trading partner) shall pop-up and compulsorily be released by such designated nodal officer - before creation / amendment of any vendor master / customer. Similarly, all the finance executives at the departments need to ensure that any transaction with related party whether on arm's length basis or otherwise is booked properly through such vendor master / customer so that SAP can capture all the related party

transactions to generate the categorically report i.e. transaction on arm's length basis / other than arm's length basis, by central accounts with the support of the nodal officers at the concerned locations for reporting / seeking approval of Audit Committee / Board / Shareholder, in time as per this Policy.

8. Ascertainment of transaction on arm's length basis

- 8.1. The indenter or the initiator of the proposed transaction which is covered under Related Party Transactions shall examine the documents / information with regard to the transaction before forming an opinion / arriving at a conclusion that the concerned transaction is on arm length basis. In particular, any or all of the following may be examined:
 - (i) Whether the purported transaction between two related parties pursuant to an agreement / memorandum of understanding is in accordance with the directives / approval of the Government.
 - (ii) Whether the terms of the transaction are in the ordinary course of business
 - (iii) How the consideration price has been arrived.
 - (iv) Is it comparable with internal and external industry benchmarks.
 - (v) Any other relevant documents / information which supports the contention that the transaction is on arm's length basis.
- 8.2. Rules applying to transactions with Related Parties which are in ordinary course of business on arm's length basis.
- 8.3. The nodal officer shall ensure that details of such transactions which he considers to be in ordinary course of business of BDL and on arm's length basis are brought to the notice of functional / departmental head and thereafter shall be notified to Head of Central Accounts, who shall designate an officer to collate the data.
- 8.4. The data so collated shall be submitted to the company secretary for placing before the next meeting of the Audit Committee. Transactions being entered into with the related parties even though being in the ordinary course of business of BDL shall satisfy the criteria of arm's length pricing. It shall be the responsibility of the nodal officer at department level etc. to ensure that requisite evidence and documentation are made available to the auditors / Audit Committee, as may be required by them, to demonstrate that the transactions are in ordinary course of business of BDL and have been conducted on arm's length basis.
- 8.5. Board of Directors to take note of such Related Party Transactions.
- 8.6. Prior approval of shareholders by way of resolution if such Related Party Transactions are "Material Related Party Transactions" *(including subsequent material modifications)* as defined above.

9. Review and approval of Related Party Transactions

- 9.1. *In compliance with Regulation 23(2) of SEBI Listing Regulations (as amended time to time), All Related Party Transactions (including subsequent material modifications) must be reported / referred to the Audit Committee for its approval / ratification, accompanied with management's justification for the same. Provided further that only those members of the audit committee, who are independent directors, shall approve related party transactions.* Before approving such transactions, the Audit Committee will look into

the interest of BDL and its stakeholders in carrying out the transactions and on the benefits of the same. The Audit Committee may, thereupon, approve, reject or approve subject to modifications such transactions, in accordance with this Policy and / or recommend the same to the Board / shareholders for approval.

9.2. All transactions which are either not on arm's length basis and / or not in ordinary course of business must be reported / referred to the Board through Audit Committee for its approval / ratification, and in case Material Related Party Transactions prior approval of the shareholders by way of resolution accompanied with management's justification for the same.

9.3. The Audit Committee/Board shall ensure that that the transaction is in the interest of BDL and its shareholders before approving the relevant Related Party Transactions, which are not in Ordinary Course of Business and not on arm's length basis. The management shall provide the Audit Committee, Board and Shareholders with the information as per SEBI Regulations / Circulars / Industry Standards on Related Party Transactions, from time to time.

9.4. **Omnibus approval by the Audit Committee**

9.4.1. In compliance with Regulation 23(3) of SEBI Listing Regulations (as amended from time to time), The Audit Committee may grant omnibus approval for Related Party Transactions proposed to be entered into by BDL subject to the following conditions and disclosure of information as per SEBI Regulations / Circulars / Industry Standards.

- (a) The Audit Committee, upon obtaining approval of the Board shall lay down the criteria for granting the omnibus which shall include the following:
 - (i) Maximum value of the transactions, in aggregate, which can be allowed under the omnibus approval route in a year;
 - (ii) The maximum value per transaction which can be allowed;
 - (iii) Extent and manner of disclosures to be made to the Audit Committee at the time of seeking omnibus approval;
 - (iv) Review, at such intervals as the Audit Committee may deem fit, Related Party Transactions entered into by the Company pursuant to each of the omnibus approval made; and
 - (v) Transactions which cannot be subject to the omnibus approval by the Audit Committee
- (b) The Audit Committee shall satisfy itself the need for such omnibus approval and that such approval is in the interest of BDL and shall consider the following factors while specifying the criteria for making omnibus approval:
 - (i) Repetitiveness of the transactions (in past or in future); and
 - (ii) Justification for need of omnibus approval
- (c) Such omnibus approval shall specify:
 - (i) the name(s) of the related party, nature of transaction, period of transaction, maximum amount of transaction that can be entered into;
 - (ii) the indicative base price / current contracted price and the formula for variation in the price, if any; and
 - (iii) such other conditions as the Audit Committee may deem fit.

- 9.4.2. 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 (one) crore per transaction.
- 9.4.3. Audit Committee shall review, at least on a quarterly basis, the details of Related Party Transactions entered into by BDL pursuant to each of the omnibus approval given.
- 9.4.4. Omnibus approval shall not be made for transactions in respect of selling or disposing of the undertaking of the Company.
- 9.4.5. Such omnibus approvals shall be valid for a period not exceeding one year and shall require fresh approval after the expiry of one year.

9.5. Approval by the Board and Shareholders

- 9.5.1. All Related Party Transactions (and subsequent modifications, if any) specified under section 188 of the Act shall be subject to prior approval of the Board of Directors, by way of resolutions passed at Board Meetings, unless the transactions are entered into
 - a. In the “Ordinary course of business” and
 - b. are conducted on Arm’s length basis.
- 9.5.2. In addition, if the Audit Committee determines that a Related Party Transaction should be brought before the Board, or if the Board in any case decides to review any such matter or it is mandatory under any law for Board to approve the Related Party Transaction, then the Board shall consider and approve such Related Party Transaction(s).
- 9.5.3. The agenda of the Board meeting at which the resolution is proposed to be considered shall include all information as required under SEBI Regulations / Circulars / Industry Standards and disclose:
 - (a) the name of the related party and nature of relationship;
 - (b) the nature, duration of the contract and particulars of the contract or arrangement;
 - (c) the material terms of the contract or arrangement including the value, if any;
 - (d) any advance paid or received for the contract or arrangement, if any;
 - (e) the manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;
 - (f) whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors; and
 - (g) any other information relevant or important for the Board to take a decision on the proposed transaction.
- 9.5.4. No related party shall vote on any such resolutions whether the entity is a related party to the particular transaction or not.
- 9.5.5. Further, All Material Related Party Transactions (and subsequent material modifications) shall require prior shareholders’ approval by way of resolution in general meeting in terms of Regulation 23(4) of SEBI Listing Regulations (as amended from time to time).

- 9.5.6. The notice being sent to the shareholders seeking approval for any material RPT shall include, in addition to the requirements under the Companies Act, 2013, the information required under SEBI Regulations / Circulars / Industry Standards, so as to enable the shareholders to take a view whether the terms and conditions of the RPT are favourable to the Company.
- 9.5.7. The Audit Committee and Board of Directors, while providing information to the shareholders regarding any material RPT, can approve redaction of commercial secrets and such other information that would affect competitive position of the Company and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making.
- 9.5.8. The approval granted by the shareholders for Material Related Party Transactions in an Annual General Meeting shall be valid till the date of the next Annual General Meeting held within the timelines prescribed under the Companies Act, 2013.
- Provided further that in case of approvals for Material Related Party Transactions, granted by shareholders in General meetings other than Annual General Meeting, the validity of such approvals shall not exceed one year from the date of such approval.

9.6. Ratification of Related Party Transactions

- 9.6.1. If prior approval of the Audit Committee / Board / shareholders for entering into a Related Party Transactions is not feasible owing to paucity of time and also other administrative inconvenience, then such Related Party Transactions shall be recommended by the Audit Committee for ratification to the Board / shareholders, if required, within 3 (three) months from such transaction or in immediate next Audit Committee meeting, whichever is earlier, subject to the following conditions:
- i. The value of the transaction (individually or taken together during the FY) does not exceed Rs. 1 (one) crore
 - ii. The transaction is not material under Sub-regulation 23(1)
 - iii. The rationale for inability to seek prior approval is placed before the Audit Committee
 - iv. Details are disclosed under Sub-regulation 23(9) (half-yearly disclosures)
 - v. Any other condition 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.

- 9.6.2. In any case where either the Audit Committee / Board / shareholders determines not to ratify a Related Party Transaction that has been commenced without prior approval, the Audit Committee or Board or shareholders, as appropriate, may direct additional actions including, but not limited to, immediate discontinuation of the transactions, or modification of the transaction to make it acceptable for ratification. 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 BDL against any loss incurred by it.
- 9.6.3. In the event any member of the Audit Committee or the Board, as the case may be, has potential interest in any Related Party Transaction, such member will not remain present at the meeting during discussions on the subject matter of the resolution relating to such contract or arrangement.

9.7. **Exemptions**

9.7.1 The Audit Committee / Board / Shareholders' approval is not required in the following transactions:

- a) Between two public sector government companies / government companies
- b) Between a holding company and its wholly-owned subsidiary whose accounts are consolidated and placed before shareholders at General Meeting
- c) Between two wholly-owned subsidiaries of the listed holding company, whose accounts are consolidated and placed at General Meeting
- d) Payment of statutory dues/fees/charges between an entity and Central/State Government
- e) Between a public sector company and Central/State Government

10. **Registers & disclosures**

- 10.1. The company secretary of the Company (the “**Company Secretary**”) shall maintain a register, either physically or electronically, as prescribed in the Act, giving details of all contracts or arrangements to which this policy applies.
- 10.2. Every director or Key Managerial Personnel shall, within a period of thirty days of his appointment, or relinquishment of his office in other companies, as the case may be, disclose to BDL the particulars relating to his / her concern or interest in the other associations which are required to be included in the register maintained
- 10.3. The Company Secretary shall provide extracts from such register to a member of BDL on his request, within seven days from the date on which such request is made upon the payment of such fee as may be specified in accordance with the relevant rules.
- 10.4. The register to be kept under this section shall also be produced at the commencement of every annual general meeting of BDL and shall remain open and accessible during the continuance of the meeting to any person having the right to attend the meeting.

11. **Records / supporting documents required for establishing the ordinary course of business and arm's length pricing of a transaction with a Related Party**

- 11.1. Purchase / sale of material, **goods etc.**
 - (i) Copy of agreements / purchase orders / correspondence exchanged / letters of exchange / bills / invoices etc. Invoices / bills of similar transactions on same date or nearby date with un- related parties from the seller.
 - (ii) Quotation from un- related service provider.
- 11.2. Purchase / sale of property
 - (i) Valuation reports from independent valuers to ascertain fair market value.
 - (ii) Quotations from independent property dealers / brokers.
 - (iii) Draft copy of agreement to sell / draft of proposed sale deed.

- (iv) Brief terms and conditions and justification of such transaction.
- 11.3. Availing / rendering services
 - (i) Copy of agreement / memorandum of understanding / correspondence etc.
 - (ii) Supporting documents justifying the transaction on arm's length basis.
- 11.4. Loans / advances given or taken
 - (i) Compliance of sections 185, 186 and other applicable provisions of the Act and rules there under;
 - (ii) Agreements;
 - (iii) Statutory approvals wherever required; and
 - (iv) Rate of interest and justification for the same in view of nearest prevailing government security rate for the term of the loans / advances (wherever applicable).
- 11.5. Guarantee / securities
 - (i) Compliance of sections 185, 186 and other applicable provisions of the Act and rules there under;
 - (ii) Agreements; and
 - (iii) Other documents justifying the same.
- 11.6. Subscription to shares / debentures / securities
 - (i) Valuation report or documents justifying that subscription is done / received at a rate on which placement has been made / shall be made to an un-related party.
- 11.7. Rent agreement
 - (i) Copy of draft agreement.
 - (ii) Quotation from a property dealer / advisor in the area in which the property is located or a nearby area.
 - (iii) If quoted prices are substantially lower / higher than existing, to seek second quotation.
- 11.8. Other transactions
 - (i) Agreements or other supporting documents along with proper justification of the transaction being on arm's length basis in the ordinary course of business at a prevailing market rate.

12. Disclosures and reporting

- 12.1. Details of the Related Party Transactions during the quarter shall be disclosed in the Audit Committee and board meeting. The 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, if any.
- 12.2. Details of all material transactions with related parties are to be disclosed quarterly along with the compliance report on corporate governance
- 12.3. BDL shall disclose the contract or arrangements entered into with the Related Party in the board report to the shareholders along with the justification for entering into such contract or arrangement
- 12.4. BDL shall disclose this policy relating to Related Party Transactions on its website and also in the annual report.

12.5. This policy will be communicated to all operational employees and other concerned persons of the Company.

13. Amendment

This Policy shall stand amended in terms of the Companies Act, 2013, the rules made there under including the Companies (Meetings of Board and its Powers) Rules, 2014, and SEBI Listing Regulations. In the event of any conflict between this Policy and the Applicable Law, the Applicable Law shall prevail. The Board or the Audit Committee, as authorised by the Board, may review and amend this Policy from time to time. Any amendment to this Policy will be in writing.

14. Implementation

The Policy shall be effective from the date of approval by the Board, unless specified otherwise.
