

POLICY ON MATERIALITY **AND** **DEALING WITH RELATED PARTY TRANSACTIONS**

1. INTRODUCTION

Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any amendment thereof (**all collectively referred as “the Act”**) contains specific provisions on Related Party Transactions (**RPTs**).

The Securities and Exchange Board of India (**SEBI**), with a view to make the Corporate Governance framework more effective, revised Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 including any amendment thereof (**“SEBI LODR”**). Pursuant to the revised Regulation 23, it has become essential for all the listed companies to formulate a policy on materiality of RPTs and on dealing with RPTs including clear threshold limits.

Accordingly, the Board of Directors (**“the Board”**) of **SONAL MERCANTILE LIMITED** had adopted a Policy on Materiality of and Dealing with Related Party Transactions (**“the Policy”**) and a standard operating procedure to regulate transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Act and SEBI LODR.

2. DEFINITIONS

The definition of terms mentioned in the Companies Act, 2013, the Listing Agreements with Stock Exchanges, SEBI LODR and Indian Accounting Standard (Ind AS) 24 on Related Party Disclosures as may be amended from time to time, are applicable to this Policy on Materiality of and Dealing with Related Party Transactions. In case of a conflict of definition, the definition mentioned or interpreted in the SEBI laws and regulations will prevail.

“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. The provisions dealing with Transfer Pricing under the Income Tax Act, 1961 should be taken as a basis for determining arm’s length transactions

“Audit Committee or Committee” means Committee of Board of Directors of the Company.

“Board” means Board of Directors of the Company

“Control” shall have the same meaning as defined in SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended from time to time.

"Key Managerial Personnel" means key managerial personnel as defined under the Companies Act, 2013 and includes:

- (i) Managing Director, or Chief Executive Officer or manager and in their absence, a whole-time director;
- (ii) Company Secretary; and
- (iii) Chief Financial Officer

"Material Related Party Transaction" means a transaction with a related party if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the Company as per the last audited annual financial statements of the Company.

Notwithstanding the above, 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 2% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

"Material Modification" shall mean increase of such amount in the existing omnibus values that will make the proposed revised values equivalent to the threshold limits as prescribed under:

- (i) Rule 15(3) the Companies (Meeting of Board and its Power) Rules, 2014; or
 - (ii) Regulation 23(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; or
 - (iii) Regulation 23(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015,
- as the case may be.¹

"Policy" means Related Party Transaction Policy.

"Related Party Transactions (RPTs)"

An RPT is a transfer of resources, services or obligations between a company and a related party, regardless of whether a price is charged.

"Explanation: A "transaction" with a related party shall be construed to include single transaction or a group of transactions in a contract."

"Related Party" means related party as defined in Section 2(76) of the Companies Act 2013 read with Regulation 2 (zb) of the SEBI LODR which is as follows:

A 'related party' is a person or entity that is related to the Company. Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party, directly or indirectly, in making financial and/or operating decisions and includes the following:

1. A person or a close member of that person's family is related to a Company if that person:

¹ Inserted vide the amendment passed at the Board Meeting held on February 24, 2022, effective from April 1, 2022.

- a. is a related party under Section 2(76) of the Companies Act, 2013, as amended from time to time, which in 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 or his relative is a member or director;
 - (v) a public company in which a director or manager is a director and holds along with his relatives, more than 2% of its paid-up share capital;
 - (vi) any body 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; **or**
- b. has control or joint control or significant influence over the company; **or**
- c. is a key management personnel of the company or of a parent of the company; **or**
2. An entity shall be considered as related to the company if:
- (i) such entity is a related party under Section 2(76) of the Companies Act, 2013, as laid down in Clause 1 above; **or**
 - (ii) such entity is a related party under the applicable accounting standards.

3. POLICY

All RPTs must be reported to the Audit Committee and referred for approval, in accordance with this Policy.

The Company shall not enter into any transaction or any contract or arrangement with a Related Party without obtaining the prior approval of the Audit Committee.

In the event that any contract or arrangement with a related party is not in the ordinary course of business or at arm's length, the Company shall comply with the provisions of the Act and SEBI LODR, by obtaining prior approval of the Board and/or its shareholders, as applicable, for such contract or arrangement.

All material RPTs and any subsequent material modifications as defined in the policy², shall require approval of the shareholders of the Company through **resolution** and no related parties shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

² Inserted vide the amendment passed at the Board Meeting held on February 24, 2022, effective from April 1, 2022.

All entities falling under the definition of related parties shall not vote to approve the relevant transaction irrespective of whether the entity is a party to the particular transaction or not. Those who are eligible to vote will be determined by the provisions of the Act and SEBI LODR requirements, as amended from time to time.

The Audit Committee may, in the interest of the conduct of affairs of the Company, grant omnibus approval for RPTs that are repetitive in nature, subject to the conditions that the following minimum information is provided to the Audit Committee:

- 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.

In the event that any RPT cannot be foreseen and for which the aforesaid details are not available, the omnibus approval of the Committee is granted for entering into the transaction(s) upto a value of Rs. 1 crore per transaction. The said RPT(s) shall be brought up for approval in the immediately next Audit Committee Meeting. On the recommendation of the Audit Committee, the Board of Directors may also ratify these transactions in accordance with this Policy. On the recommendation of the Audit Committee, the Board of Directors may grant Omnibus Approval to repetitive related party transactions for such periods not exceeding one year at a time.

In case of new contracts or arrangements to be entered into, full disclosure as required under the Act and SEBI (LODR) must be submitted to the Audit Committee. The requirements of Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable Rules and amendments thereto in the format prescribed by the Audit Committee, if any, along with all documents and justification for these transactions to be submitted. Full disclosures of any conflict of interest of Directors, Key Managerial Personnel and Senior Managerial personnel should be disclosed. The transactions will be approved by the Board of Directors after consent to the same has been given by the Audit Committee.

Such omnibus approval shall be valid for a period not exceeding one financial year and shall require fresh approvals after the expiry of such financial year.

In line with rule 6A(6) of the Companies (Meetings of Board and its Powers) Rules, 2014, omnibus approval shall not be made for transactions in respect of selling or disposing of the undertaking of the Company.

All transactions entered into by the Company with the related parties shall be tabled at the Quarterly Audit Committee Meetings.

Where any contract or arrangement is entered into by a director or any other employee, without obtaining the consent of the Board/Audit Committee or approval by a resolution in the general meeting and if it is not ratified by the Board/Audit Committee 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.