

RELATED PARTY TRANSACTIONS POLICY

1. Introduction

This policy is framed by the Company pursuant to Section 188 of the Companies Act, 2013 and Clause 49(VII) of the Listing Agreement. This policy applies to transactions entered into with a Related Party.

2. Definitions

- a) “Act” means Companies Act, 2013 including any statutory modification or re-enactment thereof;
- b) “Board” means Board of Directors of the Company.
- c) “Related Party” with reference to the Company, means an entity where:
 - (i) Such entity is a related party as defined under section 2(76) of the Companies Act, 2013; or
 - (ii) Such entity is a related party under the applicable accounting standards.
- d) “Related Party Transactions” means a transaction between the Company and a Related Party which transaction is of the nature specified in sub-clause (a) to (g) of section 188 (1) of the Companies Act 2013, or is a related party transaction as understood under clause 49(VII) (a) of the Listing Agreement.

3. Transactions between Company & Related Parties & Materiality Threshold

Transactions between Company & Related Parties shall be entered into in a manner that is compliant with the applicable provision of the Companies Act, 2013 and of Clause 49(VII) of the Listing Agreement.

A transaction with a Related Party shall be treated as “material” if the transaction /transactions to be entered into individually or taken together with the previous transaction(s) during a financial year with such related party exceed 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

4. Internal processes in regard to Related Party Transactions

The Company shall with the approval of the Board of Directors, establish appropriate internal processes for the purpose of identification of Related Parties and any transactions with them, determination of whether the transaction(s) is in the ordinary course of business, whether the transaction(s) is on an arm’s length basis, monitoring “materiality” threshold, and other relevant matters to ensure adherence to this policy in entering into transactions with Related Parties.

5. Amendment

The board reserves its right to amend or modify this policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification shall be inconsistent with the applicable provision of the Listing Agreement, Act or any law for the time being in force.

SONAL ADHESIVES LIMITED