

# **SUDARSHAN CHEMICAL INDUSTRIES LIMITED**

## **POLICY ON RELATED PARTY TRANSACTIONS**

### **1. PREAMBLE**

The Board of Directors (the 'Board') of Sudarshan Chemical Industries Limited (the 'Company'), at its meeting held on 13<sup>th</sup> February, 2015, has adopted this Policy on Related Party Transactions (the 'Policy'), as required in terms of Regulation 23(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"). The Board may review and amend this policy from time to time.

### **2. LEGAL FRAMEWORK**

- 2.1 The requirements for approval of related party transactions have been prescribed under the provisions of the Companies Act, 2013 read with the rules framed thereunder and Regulation 23 of the Listing Regulations from time to time.
- 2.2 In view thereof, the Company has formulated guidelines for identification of related parties and the proper conduct and documentation of all related party transactions.
- 2.3 Regulation 23 of the Listing Regulations requires a company to formulate a policy on materiality of related party transactions and dealing with related party transactions.

### **3. SCOPE AND OBJECTIVE OF THE POLICY**

- 3.1 The Company recognizes that certain transactions present a risk of conflicts of interest - actual or potential which may be against the best interest of the Company. Therefore the Board has adopted this Policy to ensure that all Related Party Transactions with Related Parties shall be subject to this policy and approval or ratification in accordance with Applicable Law. This Policy contains the policies and procedures governing the review, determination of materiality, approval and reporting of such Related Party Transactions.
- 3.2 The objective of the Policy is to provide for:
  - (a) Materiality thresholds for related party transactions;
  - (b) Identification of related party transactions;
  - (c) Review and approval of related party transactions including granting omnibus approval.

### **4. DEFINITIONS**

- 4.1 'Applicable Law' means the Companies Act, 2013 and the rules made thereunder.
- 4.2 'Audit Committee or Committee' means the Committee of the Board constituted from time to time under the provisions of Regulation 18 of the Listing Regulations and Section 177 of the

Companies Act, 2013 and rules made thereunder

- 4.3 'Board' means the Board of Directors as defined under the Companies Act, 2013.
- 4.4 'Compliance Officer' means the Company Secretary or any other officer of the Company as appointed by the Board to oversee Related Party Transactions, by whatever name called.
- 4.5 'Key Managerial Personnel' means
- (i) The Chief Executive Officer or the Managing Director or the manager;
  - (ii) The Company Secretary;
  - (iii) Whole-time Director;
  - (iv) The Chief Financial Officer;
  - (v) such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board; and
  - (vi) such other officer as may be prescribed;
- 4.6 'Materiality' of a related party transaction shall be as per Regulation 23 of the Listing Regulations.
- 4.7 **"Material modifications to Related Party Transaction"** means modification to the related party transaction which individually or taken together with previous modifications pertaining to the same transaction, exceeds the limit of 20% of the approved transaction or change in such other terms and conditions including nature, tenure of transaction etc. which may substantially change the nature/other terms of transaction, in the opinion of the Audit Committee.
- 4.8 **"Promoter and Promoter Group"** shall have the same meaning as assigned to them respectively in clauses 13[(oo)] and 14[(pp)] of sub-regulation (1) of regulation 2 of the 15 [Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- 4.9 'Relative(s)' shall have the same meaning as assigned to it under Section 2(77) of the Companies Act, 2013 and the Rules made there under.

## **5. RELATED PARTY AS DEFINED IN LISTING REGULATIONS**

**"Related Party"** means a related party as defined under sub-section (76) of Section 2 of the Companies Act, 2013 or under the applicable Indian Accounting Standards.

Provided that:

- (a) any person or entity forming a part of the promoter or promoter group of the company; or
- (b) any person or any entity, holding equity shares;
  - (i) of twenty percent or more; or
  - (ii) of ten percent or more, with effect from April 1, 2023;

in the company either directly or on a beneficial interest basis as provided under Section 89 of the

Companies Act, 2013, at any time, during the immediate preceding financial year; shall be deemed to be a related party.

**“Related Party Transaction”** means a transaction involving a transfer of resources, services or obligations between:

- (i) the company or any of its subsidiaries on one hand and a related party of the company or any of its subsidiaries on the other hand; or
- (ii) the company or any of its subsidiaries on one hand, and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the company or any of its subsidiaries, with effect from April 1, 2023; regardless of whether a price is charged and a “transaction” with a related party shall be construed to include a single transaction or a group of transactions in a contract:

Provided that the following shall not be a related party transaction:

- (a) the issue of specified securities on a preferential basis, subject to compliance of the requirement under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (b) the following corporate actions by the company which are uniformly applicable/offered to all shareholders in proportion to their shareholding:
  - (i) payment of dividend;
  - (ii) subdivision or consolidation of securities;
  - (iii) issuance of securities by way of a rights issue or a bonus issue; and
  - (iv) buy-back of securities.
- (c) acceptance of fixed deposits by banks/Non-Banking Finance Companies at the terms uniformly applicable/offered to all shareholders/public, subject to disclosure of related party transactions every six months to the stock exchange(s), in the format as specified by the Board:  
Provided further that this definition shall not be applicable for the units issued by mutual funds which are listed on a recognized stock exchange(s).

## **6. GUIDING PRINCIPLES**

### **6.1 Review and Approval of Related Party Transactions-Procedure**

#### **(1) Identification of Related Party Transactions**

- a. Place all Related Party Transactions, actual or potential, irrespective of them being in the ordinary course of business or at arm’s length before the Audit Committee in their first meeting held after April 1, 2014.
- b. Every director or Key Managerial Personnel of the Company 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.
- c. Where any director or 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, 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.
- d. A contract or arrangement entered into by the company without disclosure or with

participation by a director or 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 the Company.

- e. Ratification of a Related Party Transaction after its commencement or even its completion may be appropriate in some circumstances, however where a Related Party Transaction has been entered into prior to such transaction being placed before the Committee reasoned explanation for the same must be received from the contracting employees to the satisfaction of the Audit Committee.
- (2) Factors for Consideration by the Committee for approval of the proposed transactions or review by Committee or Board, as applicable

While a transaction is placed before the Committee, the Committee shall take into account all relevant facts and circumstances including the terms of the transaction, the business purpose of the transaction, the benefits to the Company and to the Related Party. The Committee shall also examine Permissible methods of Arm's Length pricing as per Applicable Law. For the said purposes the Audit Committee shall be entitled to rely on professional opinion in this regard.

Prior to the approval, the Committee shall, inter alia consider the following factors to the extent relevant to the transaction:

- a. Whether the terms of the Related Party Transaction are in the ordinary course of the Company's business and are on an arm's length basis;
- b. The estimated amount involved in the Related Party Transaction;
- c. The business reasons for the Company to enter into the Related Party Transaction and the nature of alternative transactions, if any;
- d. Whether the Related Party Transaction includes any potential reputational risks that may arise as a result of or in connection with the proposed Transaction; and
- e. Whether the Related Party Transaction would affect the independence or present a conflict of interest for any Director or Key Managerial Personnel of the Company, taking into account the size of the transaction, the overall financial position, past history and past behavior and reputation of the Director, Key Managerial Personnel or other Related Party, the direct or indirect nature of the Director's interest, Key Managerial Personnel's or other Related Party's interest in the transaction and the ongoing nature of any proposed relationship and any other factors the Committee deems relevant;
- f. Permissible methods of Arm's Length pricing as per Applicable Law including such prices where the benefits of safe harbour is available under Applicable Law.
- g. For the said purposes the Audit Committee shall be entitled to rely on professional opinion in this regard.
- h. Any other information as deemed fit by the Audit Committee or Board.

- (3) Approval by Circular Resolution of the Committee

In the event the management determines that it is impractical or undesirable to wait until a meeting of the Committee to enter into a Related Party Transaction, such transaction may be approved by the Committee by way of circular resolution in accordance with this Policy and statutory

provisions for the time being in force. Any such approval must be noted by the Committee at its next scheduled meeting.

(4) Approval by the Board

If the Audit Committee determines that a Related Party Transaction should be brought before the Board or if the Board in any case elects 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 in its judgment, approve or disapprove the Related Party Transaction.

(5) Omnibus Approval by the Committee

In case of repetitive transactions which are in the ordinary course of business of the Company, the Committee may grant omnibus approval. While granting the approval the Audit Committee shall satisfy itself of the need for the omnibus approval and that the same is in the interest of the Company. The omnibus approval shall specify the following:

- a) Name of the related party;
- b) Nature of the transaction;
- c) Period of the transaction to be specified or not;
- d) Maximum amount of the transactions that can be entered into;
- e) Frequency of the transactions in the last 3 (three) years;
- f) Volumes of transactions undertaken with such Related Party;
- g) Projected growth rate in the business with the Related Party in the financial year for which omnibus approval is sought;
- h) Contractual terms offered by third parties for similar transactions;
- i) Adherence to any conditions on the contractual terms with such Related Parties for instance floor and cap on the pricing, credit terms, escalation in costs, quality checks etc.;
- j) Indicative base price or current contracted price and formula for variation in price, if any;
- k) Such other conditions as the Audit Committee may deem fit.

(6) The listed entity shall provide the following information, for review of the Audit Committee for approval of a proposed Related Party Transaction:

- a. Type, material terms and particulars of the proposed transaction;
- b. Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);
- c. Tenure of the proposed transaction (particular tenure shall be specified);
- d. Value of the proposed transaction;
- e. The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);
- f. If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:
  - i) details of the source of funds in connection with the proposed transaction;
  - ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,
    - nature of indebtedness;
    - cost of funds; and

- tenure;
- iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and
  - iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.
- g. Justification as to why the RPT is in the interest of the listed entity;
  - h. A copy of the valuation or other external party report, if any such report has been relied upon;
  - i. Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;
  - j. Any other information that may be relevant.

No omnibus transaction shall be made for transactions in respect of selling or disposing of the undertaking of the Company.

The details of such transaction shall be reported at the next meeting of the Audit Committee for ratification. Further, the Committee shall on an annual basis review and assess such transactions including the limits to ensure that they are in compliance with this Policy.

The omnibus approval shall be valid for a period of one year and fresh approval shall be obtained after the expiry of one year. Provided that where the need for related party transaction cannot be foreseen and aforesaid details are not available, the Audit Committee may make omnibus approval for such transactions subject to their value not exceeding rupees one crore per transaction.

Further the RPTs approved by other statutory board committees within their statutory terms of reference viz. Nomination and Remuneration Committee, CSR Committee, Risk Management Committee and Stakeholders' Relationship Committee, if any, shall be deemed to have approval of the Audit Committee from the RPT perspective and the same need not be approved by the Audit Committee once again.

## **(7) APPROVAL OF MATERIAL RELATED PARTY TRANSACTION**

7.1 All Material Related Party Transactions shall require approval of the shareholders through ordinary resolution and the Related Parties shall abstain from voting on such resolution. Further the approval of shareholders will not be required for transactions entered into between two wholly-owned subsidiaries of the holding company, whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval.

7.2 The Company has fixed its materiality threshold at 1000 crores or 10% of the annual consolidated turnover whichever is lower of the Company as per last audited financial statements of the company for the purpose of Regulation 23 of the Listing Regulations.

7.3 All Related Party Transactions and subsequent material modifications shall be subject to the prior approval of the Audit Committee. However, a Related Party Transaction to which the subsidiary of the Company is a party but the Company is not a party, shall require prior approval of the Audit Committee of the Company if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover, as per the last audited financial statements of the Company.

7.4 With effect from April 1, 2023, a related party transaction to which the subsidiary of a company is

a party but the company is not a party shall require prior approval of the audit committee of the company if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year exceeds ten percent of the annual standalone turnover, as per the last audited financial statements of the company.

Provided that prior approval of the audit committee of the company shall not be required for a related party transaction to which the listed subsidiary is a party but the company is not a party, if regulation 23 and sub-regulation (2) of regulation 15 of the Listing Regulations are applicable to such listed subsidiary.

#### 7.5 Transactions not in ordinary course of business or not at arm's length

All Related Party Transactions in excess of the limits prescribed under the Companies Act, 2013, which are not in the Ordinary Course of Business or not at Arm's Length shall also require the prior approval of the shareholders through special resolution and the Related Parties shall abstain from voting on such resolution.

Related Party Transactions not previously approved:

(1) If prior approval of the Audit Committee or Board or general meeting for entering into a Related Party Transaction is not feasible, then the Related Party Transaction shall be ratified by the Audit Committee and the Board / general meeting, if required, as promptly as practicable and within 3 months of entering in the Related Party Transaction.

(2) The Committee or the Board or the Shareholders shall consider all relevant facts and circumstances respecting such transaction and shall evaluate all options available to the Company, including but not limited to ratification, revision, or termination of such transaction, and the Company shall take such action as the Committee deems appropriate under the circumstances.

(3) In any case where either the Audit Committee or Board or a general meeting determines not to ratify a Related Party Transaction that has been commenced without approval, the Committee or Board or the general meeting, as appropriate, may direct additional actions including, but not limited to, immediate discontinuation or rescission of the transaction, or modification of the transaction to make it acceptable for ratification. In connection with any review of a Related Party Transaction, the Audit Committee / Board has authority to modify or waive any procedural requirements of this Policy.

(4) In determining whether to approve or ratify a Related Party Transaction, the Audit Committee / Board will consider whether the Related Party Transaction is on reasonable terms having regard to the circumstances of the case. The Audit Committee and the Board will also take into account the extent of the Related Party's interest in the transaction.

Voting on the resolution for approval of Related Party Transaction

No director or Key Managerial Personnel shall participate in any discussion or approval of a Related Party Transaction for which he or she is a Related Party, except that the director or Key Managerial Personnel shall provide all material information concerning the Related Party Transaction to the Audit Committee or Board.

## **8. DETERMINATION OF ORDINARY COURSE OF BUSINESS**

The Company should take into account the frequency of the activity and its continuity carried out

in a normal organized manner for determining what is in the ordinary course business.

Following transactions with related parties would be considered to be in the ordinary course of business:

- (i) Buying or selling or importing or exporting of chemicals
- (ii) Agency, distribution, sub-agency, del-credere agent, commission agent with respect to chemicals;
- (iii) Rendering of services under Common service platform between related parties
- (iv) Loans, guarantees or security between related parties within limits as provided under the Companies Act;
- (v) Availing treasury related advisory services;
- (vi) Leasing of immovable property and movable assets;
- (vii) Buying and selling of assets (including sale to Key Managerial Personnel);
- (viii) Sharing costs under a common pool arrangement (Cost sharing agreement);
- (ix) Receiving and rendering services (e.g. research, technical, management, consultancy, outsourcing etc.);
- (x) Distributing dividend;
- (xi) Samples;
- (xii) Payment of Royalty and technical fees;
- (xiii) Any other transaction as deemed fit by the Audit Committee.

## **9. DETERMINATION OF ARM'S LENGTH NATURE OF THE RELATED PARTY TRANSACTION**

'Arm's length transaction' means a transaction between two related parties that is conducted as if they were unrelated, so that there is no conflict of interest.

## **10. DISCLOSURES**

- 10.1 The Company is required to disclose Related Party Transactions in the Company's Board's Report to shareholders of the Company at the Annual General Meeting.
- 10.2 The Company is also required to disclose this Policy on its website and also provide web link to the same in the Annual Report of the Company.
- 10.3 The Company shall keep one or more registers as specified under Applicable Law giving separately the particulars of all contracts or arrangements with any related party.
- 10.4 The Company shall submit half yearly disclosures of related party transactions on a consolidated basis, in the format specified in the relevant accounting standards for annual results to the Stock Exchanges and publish the same on the website of the Company.

## **11. APPROVALS AND AMENDMENT**

This Policy was approved and adopted by the Board of the Company at its meeting held on 13th February, 2015 and further amended on 27<sup>th</sup> May, 2016 based on the recommendations of the Audit Committee.



The Audit Committee would review and amend the Policy, as and when required, subject to the approval of the Board.

Policy approved by the Board	Board Meeting held on 13 <sup>th</sup> February, 2015
Further amendment to the policy	Board Meeting held on 27 <sup>th</sup> March, 2019
Further amendment to the policy	Board Meeting held on 28 <sup>th</sup> March, 2022