

POLICY ON MATERIALITY OF RELATED PARTY TRANSACTIONS & DEALING WITH RELATED PARTY TRANSACTIONS



MUKAND

Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions

[Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

1. STATUS:

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations) the Board at its meeting held on 11 February 2016 had approved a Policy on Materiality of Related Party transactions which has been amended from time to time. SEBI vide its circular dated 9 November 2021 has again amended Regulation 23 of Listing Regulations notifying certain changes, thereby requiring a listed entity to make amendments to the Policy. In supersession of the existing Policy on Materiality of Related Party transactions, the Policy was revised at Board Meeting held on 11 February 2022 which came into effect from 1 April 2022. The said Policy is reviewed by the Board at Board Meeting held on 10 February 2025.

2. POLICY:

- A. All Related Party Transactions (RPTs) of the company covered under the Companies Act, 2013 and Regulation 23 of the SEBI LODR Regulations will be approved by the Audit Committee of the Board from time to time.
- B. Consent of the Board and the Shareholders would be taken in respect of all RPTs, except in the following cases:
 - i. Where the transactions are below the threshold limits specified in the Companies Act, 2013 & Rules thereunder or the SEBI LODR Regulations, as may be applicable ; or
 - ii. Where the transactions are entered into by the company in its ordinary course of business and are on arms' length basis; or
 - iii. Payment made with respect to the brand usage or royalty where the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, do not exceeds five percent of the annual consolidated turnover as per the last audited financial statements of the company; or
 - iv. Where the transactions to be entered individually or taken together with previous transactions during a financial year does not exceed rupees one thousand crore or ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company whichever is lower.


3. DEFINITION OF “MATERIAL MODIFICATION” IN RELATED PARTY TRANSACTIONS:

Material modification means any variation having an impact on the monetary limits already approved by the Audit Committee or Shareholders, as the case may be, exceeding 20% of original transaction with related party (per transactions), in each case over and above approve limit.

4. REVIEW OF THE POLICY:

The above policy is subject to review from time to time and at least once in every three years.

The above policy is reviewed by the Board at its meeting held on 10 February 2025.

A handwritten signature in black ink, appearing to be 'Anandharam'.

Chairman

Place : Mumbai

Date : 10 February 2025