

SHALIMAR PAINTS LIMITED

RELATED PARTY TRANSACTION POLICY

1. Preamble

The Board of Directors (the "Board") of Shalimar Paints Limited (the "Company" or "SPL"), has adopted the following policy and procedures with regard to Related Party Transactions as defined below. The Audit Committee will review and may amend this policy from time to time, as and when necessary and expedient, within the framework of the applicable legislations, subject to approval of the Board.

This policy will be applicable to the Company. This policy is to regulate transactions between the Company and its Related Parties based on the laws and regulations applicable to the Company.

2. Purpose

This policy is framed as per requirement of Clause 49 of the Listing Agreement entered by the Company with the Stock Exchanges and intended to ensure the proper approval and reporting of transactions between the Company and its Related Parties. Such transactions are appropriate only if they are in the best interest of the Company and its shareholders. The Company is required to disclose each year in the Financial Statements certain transactions between the Company and Related Parties as well as policies concerning transactions with Related Parties.

3. Definitions

“Audit Committee or Committee” means Audit Committee of Board of Directors of the Company constituted under provisions of Listing agreement and Companies Act, 2013, and as reconstituted from time to time.

“Board” means Board of Directors of the Company.

“Control”, as defined in Section 2(27) of the Companies Act, 2013. shall include 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.

“Key Managerial Personnel” or “KMPs” means Key Managerial Personnel as defined under the Companies Act, 2013 and Rules framed thereunder and includes:

- (i) Managing Director or Chief Executive Officer;
- (ii) Company Secretary; and
- (iii) Chief Financial Officer

“Material Related Party Transaction” means a transaction with a related party if the transaction / transactions 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 financial

statements of the Company or such amount as may be prescribed, from time to time, in the Listing Agreement with the Stock Exchanges.

“Policy” means Related Party Transaction Policy.

“Related Party” means an entity shall be considered as related to the Company if:

1. Such entity is a related party under Section 2(76) of the Companies Act, 2013 ; or
2. Such entity is a related party under applicable accounting Standards.

“Related Party Transaction” means any transaction between the Company and Related Party as may be specified/defined, from time to time, under the Companies Act, 2013 and Rules framed thereunder and/or Listing Agreement with Stock Exchanges and presently includes :

1. Any transaction directly or indirectly involving any Related Party which is a transfer of resources, services or obligations between the Company and a related party, regardless of whether a price is charged.
2. Any transaction between two or more related parties which are not in the ordinary course of business and/or not at arm’s length basis, subject to the threshold limits as specified from time to time in terms of Section 188 of the Companies Act, 2013 and Rules framed thereunder and at present, includes the following types of transactions:
 - a. Sale, purchase or supply of any goods or materials;
 - b. Selling or otherwise disposing of, or buying, property of any kind;

- c. Leasing of property of any kind;
- d. Availing or rendering of any service;
- e. Appointment of any agent for purchase or sale of goods, materials, services or property;
- f. Such related party's appointment to any office or place of profit in the company, its subsidiary company or associated company; and
- g. Underwriting the subscription of any securities or derivatives thereof, of the company:

Explanation: For the aforesaid purpose, transaction between related parties at 'arm's length basis' means a transaction which would have been made between two un-related parties in the normal course of business.

"Relative" means relative as defined under the Companies Act, 2013 and includes anyone who is related to another, if –

- i. They are members of a Hindu undivided family;
- ii. They are husband and wife; or
- iii. Father (including step-father)
- iv. Mother (including step-mother)
- v. Son (including step-son)
- vi. Son's wife
- vii. Daughter
- viii. Daughter's husband
- ix. Brother (including step-brother)
- x. Sister (including step-sister)

4. Policy

All Related Party Transactions must be reported to the Audit Committee for review and referred for prior approval by the Committee, as the case may be, in accordance with this Policy.

4.1 Identification of Potential Related Party Transactions

- (a) Each director/Key Managerial Personnel is responsible for providing written notice to the Compliance 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 Compliance Officer may reasonably request. The Compliance Officer in consultation with other members of management and with the Audit Committee, as appropriate, will determine whether the transaction does, in fact, constitute a Related Party Transaction requiring compliance with this Policy.

- (b) Every director/ 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 Audit Committee and/or the Board at which the contract or arrangement is discussed and shall not participate in or exercise influence over any such meeting.

- (c) 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, disclose his concern or interest forthwith when he becomes concerned or interested or at the first meeting of the Audit Committee and/or 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 / 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) The Company strongly prefers to receive such notice of any potential Related Party Transaction well in advance so that the Compliance Officer/Audit Committee/Board has adequate time to obtain and review information about the proposed transaction and other matter incidental thereto.

4.2 Procedures for review and approval of Related Party Transactions

- a) All Related Party Transactions or changes therein must be reported by the Chief Financial Officer/Head of Accounts Department to the Compliance Officer and referred for **prior approval** by the Audit Committee in accordance with this Policy.

- b) The Audit Committee will undertake an evaluation of the Related Party Transaction. If that evaluation indicates that the Related Party Transaction would require approval of the Board, or if the Board in any case elects to review any such matter, the Audit Committee will report the Related Party Transactions, together with a summary of material facts, to the Board for its approval.

- c) All material Related Party Transactions shall require to be approved by the shareholders at a general meeting by way of a special resolution.

If prior approval of the Audit Committee / Board / general meeting for entering into a Related Party Transaction is not feasible, then the Related Party Transaction must be ratified by the Audit Committee and the Board / shareholders as the case may be, within 3 months of entering in the Related Party Transaction otherwise such transaction shall be voidable at the option of the Board.

- d) In any case where either the Audit Committee/ Board /shareholders determine(s) not to ratify a Related Party Transaction that has been entered without requisite prior approval, the Committee or the Board or the shareholders, as the case may be, 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.

- e) In determining whether to approve or ratify a Related Party Transaction, the Audit Committee/ Board will take into account, among other factors, as it may deem appropriate, whether the Related Party Transaction is on term no less favourable than terms generally available to an unaffiliated third-party under the same or similar circumstances and the extent of the Related Person's interest in the transaction.
- f) 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 / Key Managerial Personnel shall provide all material information concerning the Related Party Transaction to the Audit Committee/ Board.
- g) If a Related Party Transaction will be ongoing, the Audit Committee may establish guidelines for granting the omnibus approval in line with the policy on Related Party Transactions of the Company and such approval shall be in respect of transactions which are repetitive in nature.
- h) The Audit Committee shall satisfy itself the need for such omnibus approval and that such approval is in the interest of the company.
- i) The 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 case 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.

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.1.00 crore per transaction.

- j) Thereafter, the Audit Committee, shall review atleast on a quarterly basis, the details of RTPs entered into by the Company pursuant to each of the omnibus approval given.
- k) The omnibus approval shall be valid for a period not exceeding one year and shall require fresh approval after the expiry of one year.
- l) In addition, the Audit Committee/ the Board may review any Related Party Transactions involving independent directors as part of the annual determination of their independence.
- m) Nothing in this Policy shall override any provisions of law made in respect of any matter stated in this Policy.

4.3 Standards for Review

A Related Party Transaction reviewed under this Policy will be considered approved or ratified if it is authorized by the Audit Committee/Board, as applicable, in accordance with the standards set forth in this Policy after full disclosure of the Related Party's interests in the transaction. As appropriate

for the circumstances, the Audit Committee or Board, as applicable, shall review and consider.

- (a) the Related Party's interest in the Related Party Transaction;
- (b) the approximate amount involved in the Related Party Transaction;
- (c) the approximate amount of the Related Party's interest in the transaction with regard to the amount of any profit or loss;
- (d) whether the Related Party Transaction was undertaken in the ordinary course of business of the Company;
- (e) whether the transaction with the Related Party is proposed to be, or was, entered on an arms' length basis;
- (f) the purpose of and the potential benefits to the Company from the Related Party Transaction;
- (g) whether there are any compelling business reasons for the Company to enter into the Related Party Transaction and the nature of alternative transaction, if any;
- (h) whether the Related Party Transaction includes any potential reputational risk issues that may arise as a result of or in connection with the Related Party Transaction
- (i) whether the Related Party Transaction would impair the independence of an otherwise independent director or nominee director;
- (j) whether the Company was notified about the Related Party Transaction before its commencement and if not, why pre-approval was not sought and whether subsequent ratification would be detrimental to the Company;

- (k) whether the Related Party Transaction would present an improper conflict of interest, as per provisions of law, for any director or Key Managerial Personnel, taking into account the size of the transaction, the overall financial position of the Related Party, the direct or indirect nature of the Related Party's interest in the transaction and the ongoing nature of any proposed relationship and any other factors the Audit Committee/Board deems relevant.
- (l) required public disclosure, if any ; and
- (m) any other information regarding the Related Party Transaction or the Related Party in the context of the proposed transaction that would be material to the Audit Committee/ Board/ shareholders, as applicable, in light of the circumstances of the particular transaction.

The Audit Committee/Board will review all relevant information available to it about the Related Party Transaction. The Audit Committee/Board, as applicable, may approve/ ratify/ recommend to the shareholders, the Related Party Transaction only if the Audit Committee/Board, as applicable, determines in good faith that, under all the circumstances, the transaction is fair and is in the best interest of the Company. The Audit Committee/ Board, in its sole discretion, may impose such conditions as it deems appropriate, on the Related Party in connection with approval of the Related Party Transaction.

4.4 Disclosures

- (a) The Company is required to disclose Related Party Transactions in the Report of the Board of Directors of the Company.

- (b) Details of all material Related Party Transactions shall be disclosed quarterly along with Company's Compliance Report on Corporate Governance, in accordance with the Listing Agreement.

- (c) The Company is also required to disclose this Policy on its website and a web-link thereto required to be given in the Annual Report of the Company.