



## **ADITYA CONSUMER MARKETING LIMITED**

### **RELATED PARTY TRANSACTIONS POLICY**

#### **Scope and Purpose of the policy**

Related party transactions can present a potential or actual conflict of interest which may be against the best interest of the company and its shareholders. Considering the requirements for approval of related party transactions as prescribed under the Companies Act, 2013 ("Act") read with the Rules framed there under and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulation 23"), Aditya Consumer Marketing Limited (Company) has formulated guidelines for identification of related parties and the proper conduct and documentation of all related party transactions.

Also, Regulation 23(1) of the SEBI Listing Regulations requires the Company to formulate a policy on materiality of related party transactions and dealing with related party transactions.

In the light of the above, the Company has framed this Policy on Related Party Transactions ("Policy"). This Policy has been adopted by the Board of Directors of the Company based on recommendations of the Audit Committee. Going forward, the Audit Committee will review and amend the Policy, as and when required, subject to adoption by the Board.

#### **Definitions**

**"Act"** means the Companies Act, 2013.

**"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.

**"Company"** means Aditya Consumer Marketing Limited.

**"Ordinary course of business"** means the usual transactions, customs and practices undertaken by the Company to conduct its business operations and activities and includes all such activities which the company can undertake as per Memorandum and Articles of Association.

**"Regulation 23"** means the Regulation 23 of SEBI Listing Regulations,

**"Related Party"** means a person or entity identified as a related party under the Act or SEBI Listing Regulations.

**"Related Party Transaction"** means any transaction with a **Related Party as defined under Regulation 2(1)(zc) of SEBI Listing Regulations.**

**"SEBI Listing Regulations"** means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

*Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law or regulation.*

## **Materiality Thresholds**

### **A. For the purpose of SEBI Listing Regulations**

**‘Material Related Party Transaction’** means a transaction with a Related Party which is defined as ‘Material’ under Regulation 23.

### **B. For the purpose of the Act**

A Related Party Transaction shall be considered material if:

- i. the transaction is not in the ordinary course of business or not at arm’s length basis; and
- ii. the transaction is falling in one of the categories specified in clause (a) to (g) of sub-section 1 of Section 188 of the Act; and
- iii. the transaction exceeds the threshold limits mentioned in Section 188(1) of the Act read with The Companies (Meeting of Board and its Powers) Rules, 2014.

## **Manner of dealing with RPT**

### **Identification of Related Parties**

The Company shall prepare and update from time to time, the list of Related Parties as per the Act and the SEBI Listing Regulations.

### **Identification of Related Party Transactions**

The Company will identify Related Party Transactions in accordance with the Act and the SEBI Listing Regulations. The Company has also formulated criteria for determining whether the transaction is in the ordinary course of business and at arm’s length basis, and for this purpose, the Company will seek external expert opinion, if necessary.

### **Criteria for determination of ordinary course of business and at arm’s length or not**

When evaluating a proposal for approval, the Audit Committee or Board may review various documents and request information from management to determine whether the transaction is in the ordinary course of business and at arm's length. This includes examining details of the transaction (e.g., goods, services, or property involved), key terms such as price and commercial conditions, any non-commercial covenants in the agreement, and benchmarking information like market trends, industry reports, financial forecasts, third-party valuations, and pricing justifications to assess whether the transaction aligns with market standards.

## **Procedure for approval of RPT**

### **Approval of the Audit Committee**

All Related Party Transactions (under the Act and SEBI Listing Regulations) and subsequent Material Modifications thereof shall require prior approval of the Audit Committee.

For the purposes of SEBI Listing Regulations, 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 ten per cent of the annual standalone turnover, as per the last audited financial statements of the subsidiary.

### **Omnibus Approval**

For the purposes of SEBI Listing Regulations, the Audit Committee may grant omnibus approval for related party transactions proposed to be entered into by the Company or its subsidiary subject to the conditions stipulated in Regulation 23.

For the purposes of the Act, the Audit Committee may grant omnibus approval for related party transactions proposed to be entered into by the company subject to the conditions prescribed under Rule 6A of The Companies (Meetings of Board and its Power) Rules, 2014.

### **Approval of the Board of Directors of the Company**

Following Related Party Transactions shall require prior approval of the Board of Directors of the Company:

1. A Related Party Transaction (under the Act) which is (i) not in the ordinary course of business or not at arm's length basis; and (ii) is falling in one of the categories specified in clause (a) to (g) of sub-section 1 of Section 188 of the Act; or
2. A Related Party Transaction which the Audit Committee may refer to the Board for approval.

### **Approval of the Shareholders of the Company**

A Material Related Party Transaction (under the Act and SEBI Listing Regulations) and a Material Modification to a Material Related Party Transaction shall require prior approval of the shareholders.

### **RPT not approved under this policy**

In the event the Company becomes aware of a transaction with a related party that has not been approved in accordance with this Policy prior to its consummation, the matter shall be reviewed by the Audit Committee. The Audit Committee shall consider all the relevant facts and circumstances regarding the related party transaction, and shall evaluate all options available to the Company, including ratification, revision or termination of the related party transaction.

Ratification of related party transactions shall be carried out in accordance with Regulation 23 (for the purposes of SEBI Listing Regulations) and Sections 177 & 188 (for the purposes of the Act).

### **Transactions approved by other Committees / Board**

The transactions or arrangements which are specifically dealt under the separate provisions of the Law and executed under separate approvals/procedures from relevant competent authority or Committee shall be deemed to be approved under this Policy. Such transactions are enumerated below:

- i. Appointment and payment of remuneration, including any variations thereto, to Key Managerial Personnel pursuant to the Nomination and Remuneration Committee approval
- ii. Payment of remuneration, fees, commission, etc. to directors pursuant to the Nomination and Remuneration Committee approval.
- iii. Share based incentive plans for the benefits of the Directors or Key Managerial Personnel pursuant to shareholders' approval including ESOPs.
- iv. Any benefits, interest arising to Related Party solely from the ownership of Company shares at par with other holders, for example, dividends, right issues, stock split or bonus shares approved by the Nomination and Remuneration Committee or any other Board composed committee.
- v. Contribution with respect to Corporate Social Responsibility to eligible entity pursuant to approval of Board or the Corporate Social Responsibility Committee.

### **Review of the policy**

The adequacy of this Policy shall be reviewed and reassessed by the Audit Committee periodically and appropriate recommendations shall be made to the Board to update the same based on the changes that may be brought about due to any regulatory amendments or otherwise.

### **Amendment**

Any subsequent amendment / modification in the SEBI Listing Regulations or the Act or any other governing Act/Rules/Regulations or re-enactment, impacting the provisions of this Policy, shall automatically apply to this Policy and the relevant provision(s) of this Policy shall be deemed to be modified and/or amended to that extent, even if not incorporated in this Policy. However, the policy has to be reviewed at least once in every three years.