



Mercator Limited

Related Party Transaction and Arm's Length Pricing Policy

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Approving Authority	Board of Directors
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1. Preamble:

- 1.1 Mercator Ltd. directly/ through its subsidiaries (collectively called Mercator Group) has diversified business interests in coal, oil and gas, commodity transportation and dredging. Mercator aims to continue this legacy of growth in its focus on the business of Energy based resources especially coal mining and oil & gas exploration and services.
- 1.2 The formally documented policy with any amendments will be implemented after the same is duly approved by the Audit Committee and the Board of Directors of the Company.

2. Purpose of the Policy:

This policy on materiality of related party transactions is framed under Section 188 of the Companies Act, 2013 and its Rules and Regulations as may be amended from time to time and as per Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and also on dealing with Related Party Transactions.

The primary purpose of this policy is to ensure a proper identification, approval process and reporting of transactions between company and its related parties under the Companies Act, 2013 and Listing Regulations.

3. Definitions:

- 3.1 For the purpose of this Policy the Company has adopted the following definitions:-

3.1.1 Related Party:

- A) As defined by Companies Act 2013 under section 2(76):
“Related Party”, with reference to a company, means—

- i. a director or his relative;
- ii. key managerial personnel or his relative;
- iii. a firm, in which a director, manager or his relative is a partner;
- iv. a private company in which a director or manager or his relative is a member or director;
- v. a public company in which a director or manager is a director and holds along with his relatives, more than two per cent. of its paid-up share capital;
- vi. any body corporate whose Board of Directors, managing director or manager is accustomed to act in accordance with the advice, directions or instructions of a director or manager;
- vii. any person on whose advice, directions or instructions a director or manager is accustomed to act:

Provided that nothing in sub-clauses (vi) and (vii) shall apply to the advice, directions or instructions given in a professional capacity;

- viii. any body corporate which is—
a holding, subsidiary or an associate company of such company; or
a subsidiary of a holding company to which it is also a subsidiary; or
an investing company or the venturer of the Company
- ix. such other person as may be prescribed;

B) As defined in clause (zb) of Regulation 2 of (Listing Regulations)

A related party as defined under Section 2(76) of the Companies Act, 2013; or under the applicable accounting standards. Provided that any person or entity belonging to the promoter or promoter group of the Company and holding 20% or more of shareholding in the Company shall be deemed to be a related party.

C) As defined by Accounting Standard 18 on Related Parties

Parties are considered related if :

One party has control over other or
has significant influence over other in making financial and/or operating decisions

3.1.2 Relative:

A) As defined by Companies Act 2013 under section 2(77):

“relative”, with reference to any person, means anyone who is related to another, if—

- (i) they are members of a Hindu Undivided Family;
- (ii) they are husband and wife; or
- (iii) one person is related to the other in such manner as may be prescribed;

As prescribed in Companies Rules, 2014, the list of relatives are:

- Father (including step-father)
- Mother (including the step-mother)
- Son (including the step-son)
- Son’s wife
- Daughter
- Daughter’s husband
- Brother (including the step-brother)
- Sister (including the step-sister)

B) As defined in Clause 2(zd) of Listing Agreement:

“Relative” shall mean “relative” as defined in section 2(77) of the Companies Act, 2013 and rules prescribed there under.

C) As defined by Accounting Standard 18 on Related Parties

Relative - in relation to an individual, means the spouse, son, daughter, brother, sister, father and mother who may be expected to influence, or be influenced by, that individual in his/her dealings with the reporting enterprise.

3.1.3 Related Party Transactions (RPT)

A) As defined under section 188 of Companies Act, 2013:

Except with the consent of the Board of Directors given by a resolution at a meeting of the Board and subject to such conditions as may be prescribed, no company shall enter into any contract or arrangement with a related party with respect to—

- (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 services;
- (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 associate company, and
- (g) underwriting the subscription of any securities or derivatives thereof, of the company

In determining an RPT the following also needs to be considered:-

Section 185 of Companies Act, 2013

No company shall, directly or indirectly, advance any loan, including any loan represented by a book debt, to any of its directors or to any other person in whom the director is interested or give any guarantee or provide any security in connection with any loan taken by him or such other person.

Provided that a company may advance any loan, including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that

- a special resolution is passed by the company in general meeting
- the loans are utilized by the borrowing company for its principal business activities

The following are other exceptions to the above requirement:-

Exceptions as per the Act:

- (a) the giving of any loan to a managing or whole-time director
 - (i) as a part of the conditions of service extended by the company to all its employees; or
 - (ii) pursuant to any scheme approved by the members by a special resolution; or
- (b) a company which in the ordinary course of its business provides loans or gives guarantees or securities for the due repayment of any loan and in respect of such loans an interest is charged at a rate not less than the bank rate declared by the Reserve Bank of India.
- (c) Loan made by a holding company to its wholly owned subsidiary company or any guarantee given or security provided by a holding company in respect of any loan made to its wholly owned subsidiary company; or
- (d) any guarantee given or security provided by a holding company in respect of loan made by any bank or financial institution to its subsidiary company

Provided that the loans made under clauses (c) and (d) are utilised by the subsidiary company for its principal business activities.

Section 186 of Companies Act, 2013

1. Investment
A company shall unless otherwise prescribed, make investment through not more than two layers of investment companies.
This does not apply to -
 - (i) a company from acquiring any other company incorporated in a country outside India if such other company has investment subsidiaries beyond two layers as per the laws of such country;
 - (ii) a subsidiary company from having any investment subsidiary for the purposes of meeting the requirements under any law or under any rule or regulation framed under any law for the time being in force.

2. Limits for Loans/ Guarantees/ Security/ Investment

No company shall directly or indirectly —
 - give any loan to any person or other body corporate;
 - give any guarantee or provide security in connection with a loan to any other body corporate or person; and
 - acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,
 - exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

3. Interest charged should not be lower than the prevailing yield of one year, three-year, five year or ten-year Government Security closest to the tenor of the loan.

4. The Company which is in default of repayment of deposit accepted or interest thereon, shall give any loan or give any guarantee or provide any security or make an acquisition till such default is subsisting.

5. The Company needs to maintain a register at registered office as mentioned in Form no. MBP 2 of the Companies (Meetings of Board and its Powers) Rules 2014, and the same shall be kept open for inspection and extract can be taken and copies can be provided to members on payment of prescribed fees.

Exemptions specified under Companies Rule, 2014-

Loan and investment by a company under section 186 of the Act.-

Where a loan or guarantee is given or where a security has been provided by a company to its wholly owned subsidiary company or a joint venture company, or acquisition is made by a holding company, by way of subscription, purchase or otherwise of, the securities of its wholly owned subsidiary company, the requirement of sub-section (3) of section 186 shall not apply, provided that the company shall disclose the details of such loans or guarantee or security or acquisition in the financial statement.

B) As defined under Listing Regulations

As per clause (zc) of Regulation 2, a related party transaction is a transfer of resources, services or obligations between a company and a related party, regardless of whether a price is charged. A transaction with a related party shall be construed to include single transaction or a group of transactions in a contract. As per explanation given under clause 1 of Regulation

23, RPT transaction is considered as material if, transaction/transactions to be entered into individually or taken together with previous transactions during a financial year exceeds 10% of annual consolidated turnover of the Company as per the last audited financial statement of the Company.

4. Terms of the Policy

All Related Party Transactions will be subject to the following approval matrix, as may be applicable.

Provisions	Ceiling on the Amount	Approval Required		
		Audit Committee	Board of Directors	Shareholders (Ordinary Resolution)
Transactions in the Ordinary Course of business and on arm's length basis	Upto 10% of the annual consolidated turnover of Mercator Limited	√	-	-
	In excess of above limits	√	√	√ (All related parties to abstain from voting)
Transactions either not in the Ordinary Course of business and on arm's length basis				
Sale, purchase or supply of any goods or materials directly or through appointment of agent		√	√	√ * (Exceeding 10% of the turnover or Rs 100 Cr, whichever is lower)
Selling or otherwise disposing of or buying property of any kind, directly or through appointment of agent		√	√	√ * (Exceeding 10% of the Networth or Rs 100 Cr, whichever is lower)
Leasing of property of any kind		√	√	(Exceeding 10% of the turnover or 10% of the Networth or Rs 100 Cr, whichever is lower)
Availing or rendering of any services, directly or through appointment of agent		√	√	√ * (Exceeding 10% of the turnover or Rs 100 Cr, whichever is lower)
Appointment of any related party to any office or place of profit in Mercator, its subsidiary or associate company		√	√	√ * (Monthly remuneration exceeding two and half lakh rupees)
Underwriting the subscription of any securities or derivatives thereof, of Mercator Limited		√	√	√ * (Remuneration exceeding 1% of the Net worth)
*Note : In case of shareholders' approval for such transactions, related parties that are parties to the Contract shall abstain from voting				
Any other transaction with related parties, other than above, resulting in transfer of resources, obligations or services		√	For transactions that are not on arm's length basis	Exceeding 10% of the annual consolidated turnover of Mercator. Note : (All related parties to abstain from voting)

5. Identification of Related Party Transactions:

5.1 Identification of RPT

The Company shall determine whether a potential transaction with a Related Person constitutes a “Related Person Transaction” / RPT requiring review under this Policy (including whether the Related Person has a material interest).

It needs to take into consideration various aspects for assessing a Related Party Transaction (RPT). For this, following points can be considered relevant:

- Parameters for determining arm’s length pricing in a related party transaction
- Parameters for determining ordinary course of business
- Nature of relationship with the related party
- Business reasons for entering into RPT
- Commercial reasonableness of the terms of RPT including transactions entered on a urgent or time sensitive basis
- Materiality of RPT to the Company
- Whether the terms of RPT are fair and on the same basis as would apply if the transaction did not involve a Related Party
- Conflict of interest of the Related Party participating in the RPT.

5.2 Ordinary Course of Business

The phrase “ordinary course of business” is not defined by any of the three regulations viz. under Companies Act 2013, Listing Regulations and AS 18.

The assessment of whether a transaction is in ordinary course of business is very subjective, judgmental and can vary on case-to-case basis. Variety of factors like size and volume of transactions, arms-length, frequency, purpose, etc, should be considered to make this assessment. Hence, for the purpose of the Policy the Company adopts the perceived understanding of the legislations that ordinary course of business will cover the usual transactions, customs and practices of a business and of a company. The following documents can be referred to justify ordinary course of business:

- Scope provided by objects of the Company; if necessary the objects of the related party may also be referred to
- Activities of the Company.
- Standard Business Agreements.

Parameters for determining Ordinary course of business:

- Regularity / frequency of the activity/ transaction
- Uniformity and consistency of the activity
- Involvement of own resources in the activity
- Not an exceptional or extra ordinary as per applicable accounting standards or financial reporting requirements
- Not a sale or disposal of undertaking of the Mercator, as defined in explanation to clause (a) of sub-section (1) of section 180 of Companies Act, 2013

5.3 Parameters for determining Arm’s Length Pricing in a Related Party Transaction:

A) As defined by Companies Act 2013 under section 188

The expression “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

- B) Listing Regulations & AS18 on Related Parties have not defined "Arms length"
- C) As defined under Section 92F(ii) of the Income Tax Act , 1961
Arm's length price is a price which is applied or proposed to be applied in a transaction between persons other than associated enterprises, in uncontrolled conditions.

Following parameters can be considered for determining Arm's Length Transaction:

- Nature and term of business association
- Exclusive basis
- Repetitive or a sporadic intervention
- If association is newly formed, the benefits of preferring a related party over any other third party
- Performing due diligence exercise of the capabilities of the related party
- Rating the related party like it would have been done for a third-party vendor/ customer
- Ordinary course of Business (as defined above)
- Comparison of contractual terms of dealings with related party and those of non-related party. E.g.: Pricing terms, Supply Terms etc.
- Third party quotations
- Valuation report
- Documents related to negotiations
- Standard rate contracts

Further, in order to determine the optimum arm's length price, Mercator Limited may also apply the most inappropriate method from any of the following methods as prescribed under Section 92C(1) of the Income Tax Act, 1961 read with Rule 10B of the Income Tax Rules, 1962

- Comparable Uncontrolled Price Method (CUP method)
- Resale Price Method
- Cost Plus Method
- Profit Split Method
- Transactional Net Margin Method
- Other Method as prescribed by the Central Board of Direct Taxes

The Audit Committee shall be entitled to rely on professional opinion or representation from the counter party in this regard.

The Audit Committee may refer the pricing policy of Mercator Limited for determining the arms' length pricing for transactions entered into/ to be entered into with the related parties. This policy shall be updated annually as may be deemed necessary by the Board of Directors/ Audit Committee of Directors of Mercator Limited.

Notwithstanding the above, whether a particular transaction is on arm's length basis or not, is a decision to be taken by the Board of Directors and the Audit Committee of Directors of Mercator Limited. Once the Board of Directors on recommendation of the Audit Committee, determines that the relevant transaction has taken place on arm's length basis, so long as they have reasonable basis for the same their decision shall be final.

5.4 Illustrative List of transactions:

Illustrative list of transactions which may be classified as in Ordinary Course of Business	Illustrative list of transactions which may not be classified as in Ordinary Course of Business
1) Transactions necessary for continuation of business uninterruptedly.	1) Complex Equity Transactions, such as corporate restructurings or acquisitions
2) Transactions which form part of regular activity	2) Rendering of services by the entity to another party, if no consideration is exchanged.
3) Transactions which form part of main objects of the company	3) Transactions with unusually huge discounts or returns.
4) Transactions carried out in past	4) Transactions which do not form part of regular activity/ main objects of the company.
5) Transactions which form part of revenue from operations	5) Transactions under contracts whose terms are changed before expiry.
6) Transactions which form part of operating expenses	6) Transactions with circular arrangements such as sale with commitment to repurchase.
7) Reimbursement of reasonable business and travel expenses.	
8) Transactions which are frequent in nature.	
9) Brand licensing	
10) Transactions to support / promote the activities of the subsidiaries, associates and joint ventures.	

5.5 Approvals related to RPT:

The following table is based on a combined reading of Companies Act / Rules / Circulars & Listing Regulations.

Approval by	Type of Approval
Audit Committee	<ul style="list-style-type: none"> • Related Party Transactions entered between April 1, 2014 and October 1, 2014, company may place all such transactions for Audit committee ratification. • The Audit Committee shall mandatorily review and may give prior approval for all Related Party transactions entered into after October 1, 2014; as required by erstwhile Clause 49. • Audit Committee may grant omnibus approval for RPT proposed to be entered subject to the fulfillment of the condition mentioned in as per clause 3 (c) of Regulation 23. • Section 177(4)(iv) of the Act, requires Audit Committee to approve transactions or any subsequent modifications thereof of the company with the related parties.
Board of Directors	<ul style="list-style-type: none"> • Related party transactions covered under Section 188 not in ordinary course of business or not at arm's length.
Shareholders	<ul style="list-style-type: none"> • RPT covered under Section 188 and meeting certain threshold limits would need ordinary resolution. • Transaction/transactions to be entered into individual or taken together with previous transaction with Related Party >10% of annual consolidated turnover of the Company as mentioned in Regulation 23 of Listing Regulations. • Where the giving of any loan or guarantee or providing any security or the acquisition exceeds the limits specified under section 186 prior approval by means of a special resolution passed at a general meeting shall be necessary. • Special resolutions in general meeting is required for disposal of shares in material subsidiary resulting into shareholding less than 50% or cease the exercise of control over the subsidiary. • Divestment under a Court approved Scheme of Arrangement excluded. • Selling, disposing and leasing of assets amounting to more than twenty percent of the assets of the material subsidiary shall require prior approval of shareholders by way of special resolution. Divestment under a Court/ Tribunal approved Scheme of Arrangement excluded or under resolution plan under Insolvency Code.
Board and Financial Institutions	<ul style="list-style-type: none"> • In pursuant to section 186(5) of the Act, every Company shall take consent of every directors present at the board meeting before making any investment, giving loan and guarantee and providing security. In case of company has already taken loan etc, from any PFI , then it is mandatory to take prior approval from such PFI. • Provided that prior approval of PFI shall not be required where the aggregate loan, investment, guarantee and security proposed is within the limits as specified under section 186(2) and there is no default in repayment of loan or interest thereon to the PFI.

- If the Audit Committee determines that a Related Party Transaction should be brought before the Board of Directors, 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 approve the Related Party Transaction at a meeting and the considerations set forth above shall apply to the Board's review and approval of the matter, with such modification as may be necessary or appropriate under the circumstances.
- If the Related Party Transaction needs to be approved at a general meeting of the shareholders by way of a resolution pursuant to Applicable Laws, the Board shall ensure that the same be put up for approval by the shareholders of the Mercator Limited.
- Where, owing to exigencies, Related Party Transactions have been entered into without being placed for prior approval by the Audit Committee, reasoned explanation for the same must be received from the contracting employees to the satisfaction of the Audit Committee. The Audit Committee may ratify such transactions or may put forth the transactions before the Board along with its recommendations and the Board may either ratify such transactions or seek to avoid the same.
- If approval of the Board / shareholders, where applicable, for entering into a Related Party Transaction is not feasible, then the Related Party Transaction shall be ratified by the Board / shareholders, if required, within 3 months of entering in the Related Party Transaction.
- In any case where either the Board / shareholders determines not to ratify a Related Party Transaction that has been commenced without approval, the Committee or Board or the shareholders, 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 Board has authority to modify or waive any procedural requirements of this Policy.
- No member of the Audit Committee/ Board shall participate in the review or approval of any Related Party Transaction in which such member is interested, except that the director / Key Managerial Personnel shall provide all material information concerning the Related Party Transaction to the Audit Committee / Board.
- Exceptions allowed under Applicable Laws for Related Party Transactions shall be exempted from the scope of this Policy unless the Audit Committee/ Board decide otherwise.
- Nothing in this Policy shall override any provisions of Applicable Law made in respect of any matter stated in this Policy.
- The Audit Committee shall review all Related Party Transactions on a quarterly basis.
- In addition to the Audit Committee, all the related party transactions shall also be reviewed by the Board of Directors of the Company on an annual basis.

Concept of omnibus approval subject to conditions:

- a) Audit Committee to lay down criteria for granting the omnibus approval in line with the RPT policy & such approval shall be applicable in respect of repetitive transactions.
- b) The Audit Committee shall satisfy itself the need for such omnibus approval and that such approval is in the interest of the company;
- c) Approval to specify certain details like price, name of RP, nature of transaction, period etc
- d) Audit Committee shall review on quarterly basis details of RPT entered pursuant to omnibus approval
- e) Such omnibus approvals shall be valid for a period not exceeding 1 yr and an amount of Rs. 1 cr & fresh approvals shall be required

As per clause 5 of Regulation 23 of Listing Regulations, there is an exemption from obtaining audit committee's prior approval for transactions entered into between a holding company and its wholly owned subsidiary whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval. However, as per Companies Act 2013, Section 177(4) Audit Committee approval will be required for such transactions.

5.6 Voting

In determining whether to approve or ratify a Related Party Transactions, the Committee/ Board, as the case may be, shall take into account among other factors it deems appropriate, whether the Related Party Transactions is in ordinary course of business of the Company and on arm's length basis and the extent of the related party's interest in the transaction. For this purpose, the Audit Committee/ Board as the case may be, are entitled to seek the assistance of any employee of the Company or one or more independent experts or external professional advisors of its choice at the expense of the Company.

- If any director of the Company is interested in any contract or arrangement with a related party, such director cannot be present at the board meeting of the Company during discussion in the matter.
- Members who are related parties in the context of the related party contract or arrangement for which ordinary resolution is to be passed to abstain from voting on ordinary resolution and only disinterested shareholder and disinterested related party shall be eligible to vote.
- Members who are related parties to abstain from voting on special resolution in respect of approval of material Related Party Transaction and only disinterested shareholder (not related party) shall be eligible to vote.
- Where any contract or arrangement is entered into by a director or any other employee, without obtaining the consent of the Board or approval by a ordinary resolution in the general meeting under sub-section (1) of section 188 and if it is not ratified by the Board or, as the case may be, by the shareholders at a meeting within three months from the date on which such contract or arrangement was entered into, such contract or arrangement shall be voidable at the option of the Board and if the contract or arrangement is with a related party to any director, or is authorized by any other director.

6. Consequences of Non-compliance:

As per Companies Act 2013 under section 188

Sr No.	Penalty for	Type of Company	Penalty on	Penalty Terms
1.	Entering into or authorizing any contract or arrangement in violation of provisions of Sec 188	Listed Company	Director or any other employee of a company who enters into it	Imprisonment for a term which may extend to one year or with fine which shall not be less than twenty-five thousand rupees but which may extend to five lakh rupees, or with both
2.	Being convicted of the offence of dealing with RPT	Listed Company	Any person who commits the	Not eligible to be appointed as a director under section 164

Sr No.	Penalty for	Type of Company	Penalty on	Penalty Terms
	under Sec 188 at any time during last preceding five years		offence	
3.	Any RPT or contract entered without seeking Board's and/or member's approval and if the same is not ratified by the board and/or members as the case may be, within three months at a meeting	Listed Company	Any person who enters into such transaction or contract	The contract or transaction will be voidable at the option of the board and if such transaction is with related party to director or is authorized by any other director, then concerned directors are liable to indemnify any loss incurred by the company.

Non-Compliance as per Companies Act 2013 under section 185

Sr No.	Penalty on	Penalty Terms
1	Company	Punishable with fine in range of Rs 5-25 lakh
2	Every officer in default of the Company	1. Punishable with imprisonment which may extend to six months 2. Punishable with fine between Rs 5-25 lakh
3	Director or the other person to whom any loan is advanced or guarantee or security is given or provided.	1. Punishable with imprisonment which may extend to six months 2. Punishable with fine between Rs 5-25 lakh. 3. Or with both.

Non-Compliance As per Companies Act 2013 under section 186

Sr No.	Penalty on	Penalty Terms
1	Company	Punishable with fine ranging from 25 thousand Rs to 5 lakh Rs.
2	Officer in Default	1. Punishable with imprisonment which may extend to 2 years. 2. Punishable with fine between Rs 25 thousand to 1 lakh.

7. Disclosures:

The statute governing an enterprise often requires disclosure in financial statements of transactions with certain categories of related parties, considering the fiduciary nature of their relationship with the enterprise. Disclosures required under different regulations are stated below:

A) Companies Act, 2013:

As per section 134, there shall be attached to statements laid before a company in general meeting, a report by its Board of Directors, which shall include, among others, particulars of contracts or arrangements with related parties referred to in sub-section (1) of section 188 in the prescribed form above.

As per section 186, the company shall disclose to the members in the financial statement the full particulars of the loans given, investment made or guarantee given or security provided and the purpose for which the loan or guarantee or security is proposed to be utilised by the recipient of the loan or guarantee or security. (includes loan to wholly owned subsidiaries)

Every contract or arrangement entered into under Section 188 sub-section (1) shall be referred to in the Board's report to the shareholders along with the justification for entering into such contract or arrangement.

B) Listing Regulations:

Clause 2 of Regulation 27

Details of all material transactions with related parties shall be disclosed quarterly along with the compliance report on corporate governance.

The company shall disclose the policy on dealing with Related Party transactions on its website and a web link thereto shall be provided in the Annual Report.

Clause 23

The Company shall submit within 30 days from the date of publication of its standalone and consolidated financial results for the half year, 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 its website.

C) Accounting Standard 18:

As per AS 18, where control exists, name of the related party and nature of the related party relationship should be disclosed irrespective of whether or not there have been transactions.

A list of Related Party Transactions, if any, should be presented before the Audit Committee or Board of Directors or Shareholders for their required approval. The same can be attached as an Annexure to the Policy as and when approved.

8. Policy Review :

This Policy is subject to review by the Board of Directors annually or earlier, if necessary or required.

9. Limitation and Amendment :

In the event of any conflict between the provisions of this Policy and of the Act or Listing Regulations or any other statutory enactments, rules, the provisions of such Act or Regulations or statutory enactments, or rules shall prevail over this Policy. Any subsequent amendment / modification in the Listing Regulations, Act and/or applicable laws in this regard shall automatically apply to this Policy.