



MANORAMA INDUSTRIES LIMITED

Policy on Related Party Transactions

Under Regulation 23(1)

Pursuant to SEBI (*Listing Obligations and Disclosure Requirements*)

Regulations, 2015 (Listing Regulations)

Registered Office: OFFICE NO. 403, 4TH FLOOR, MIDAS, SAHAR PLAZA, ANDHERI KURLA ROAD, ANDHERI EAST MUMBAI Mumbai City MH 400059 IN

The Policy has been reviewed by the Board of Directors at their Board meeting held on March 22, 2022 and the Policy is effective from April 01, 2022

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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called as 'the Listing Regulations'), Manorama Industries Limited ("Manorama Industries Limited" or "the Company") has formulated guidelines for identification of related parties and the proper conduct and documentation of all related party transactions.

Also, the Listing Regulations requires a Company to formulate a policy on materiality of related party transactions and dealing with related party transactions.

In light of the above, Manorama Industries Limited 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.

Objective of the Policy

The objective of this Policy is to set out (a) the materiality thresholds for related party transactions and; (b) the manner of dealing with the transactions between the Company and its related parties based on the Act, the Listing Agreement and any other laws and regulations as may be applicable to the Company.

Definitions:

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

"Board of Directors" or "Board" in relation to a Company, means the collective body of Directors of the Company. (Section 2(10) of the Companies Act, 2013)

"MIL" or "Company" means Manorama Industries Limited, a Company incorporated under the Companies Act, 1956.

"Material Modifications" in relation to any transaction shall mean modification of such transaction resulting in change of more than 10% of the total monetary value of such transaction as last approved.

"Material Related Party Transaction" means a transaction with a Related Party where the transaction/transactions to be entered into individually or taken together with previous transactions with a Related Party during a financial year, exceeds rupees one thousand crore or ten percent of the consolidated annual turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

Notwithstanding the above, a transaction involving payments made to a related party with respect to brand usage or royalty shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed

five percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

“Ordinary Course of Business” means transaction will be considered in ordinary course if they are entered in the normal course of the business pursuant to the objects of the Company as per the Memorandum & Articles of the Company.

"Related Party", with reference to a Company, shall have the same meaning as defined in Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations.

"Related Party Transaction" (RPT) means –

- For the purpose of the Act, specified transaction mentioned in clause (a) to (g) of sub-section 1 of Section 188;
- For the purpose of Listing Regulations, as defined under Regulation 2(1)(zc).

A "transaction" with a related party shall be construed to include single transaction or a group of transactions in a contract.

Materiality Thresholds

If a related party transaction is (i) a material transaction as per the provisions of Regulation 23 of the Listing Regulations, or (ii) not in the ordinary course of business, or not at arm's length price and exceeds certain thresholds prescribed under the Companies Act, 2013, it shall require shareholders' approval by a resolution. In such a case, any member of the Company who is a related party shall not vote to approve such related party transaction.

Manner of dealing with Related Party Transactions

a. Identification of related parties

Manorama Industries Limited has formulated guidelines for identification and updating the list of related parties as prescribed under Section 2(76) of the Act read with the Rules framed there under and the Listing Regulations.

b. Identification of related party transactions

Manorama Industries Limited has formulated guidelines for identification of related party transactions in accordance with Section 188 of the Act and the Listing Regulations. Manorama Industries Limited has also formulated guidelines for determining whether the transaction is in the ordinary course of business and at arm's length basis and for this purpose, the Company seeks external professional opinion, if necessary.

c. Procedure for approval of related party transactions

Approval of the Audit Committee

All related party transactions and subsequent material modifications require prior approval of the Audit Committee.

Further only those members of the Audit Committee who are Independent Directors shall approve related party transactions.

The following transactions require prior approval of the Audit Committee:

- i. a related party transaction to which the subsidiary of the Company is a party but the Company itself is not a party 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 consolidated turnover, as per the last audited financial statements of the Company;
- ii. with effect from April 1, 2023, a related party transaction to which the subsidiary of the Company is a party but the Company itself is not a party 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 its subsidiary.

Exception – 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 these regulations are applicable to such listed subsidiary.

Omnibus approval:

The Company may obtain omnibus approval from the Audit Committee for proposed related party transactions, subject to compliances with the following conditions:

The Audit Committee shall satisfy itself the need for such omnibus approval and that such approval is in the interest of the company;

The omnibus approval shall provide –

- iii) 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 base price / current contracted price and the formula for variation in the price if any (for ex: +/- 5%) and
- iii) such other conditions as the Audit Committee may deem fit.

However, in case of related party transactions which cannot be foreseen and where the above details are not available, Audit Committee may grant omnibus approval provided the value does not exceed Rupees One Crore per transaction;

The Audit Committee shall review, at least on a quarterly basis, the details of related party transactions entered into by the company pursuant to each of the omnibus approval given;

Such omnibus approval shall be valid for a period of one year and shall require fresh approvals after the expiry of one year.

While assessing a proposal put up before the Audit Committee / Board for approval, the Audit Committee / Board may review the following documents / seek the following information from the management in order to determine if the transaction is in the ordinary course of business and at arm's length or not:

- Nature of the transaction i.e. details of goods or property to be acquired / transferred or services to be rendered / availed – including description of functions to be performed, risks to be assumed and assets to be employed under the proposed transaction;
- Key terms (such as price and other commercial compensation contemplated under the arrangement) of the proposed transaction, including value and quantum; Key covenants (non-commercial) as per the draft of the proposed agreement/ contract to be entered into for such transaction;
- Special terms covered / to be covered in separate letters or undertakings or any other special or sub arrangement forming part of a composite transaction; Benchmarking information that may have a bearing on the arm's length basis analysis, such as:
- Market analysis, research report, industry trends, business strategies, financial forecasts, etc.;
- Third party comparable, valuation reports, price publications including stock exchange and commodity market quotations;
- Management assessment of pricing terms and business justification for the proposed transaction;
- Comparative analysis, if any, of other such transaction entered into by the company.

Approval of the Board of Directors of the Company

As per the provisions of Section 188 of the Act, all kinds of transactions specified under the said Section and which are not in the ordinary course of business and at arm's length basis, are placed before the Board for its approval.

In addition to the above, the following kinds of transactions with related parties are also placed before the Board for its approval:

- Transactions which may be in the ordinary course of business and at arm's length basis, but which are as per the policy determined by the Board from time to time (i.e. value threshold and/or other parameters) require Board approval in addition to Audit Committee approval;
- Transactions in respect of which the Audit Committee is unable to determine whether or not they are in the ordinary course of business and/or at arm's length basis and decides to refer the same to the Board for approval;
- Transactions which are in the ordinary course of business and at arm's length basis, but which in Audit Committee's view requires Board approval.
- Transactions meeting the materiality thresholds laid down Clause 5 of the Policy, which are intended to be placed before the shareholders for approval.

Approval of the Shareholders of the Company

All material related party transactions and subsequent material modifications shall require prior approval of the shareholders through resolution and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not

Provided that prior approval of the shareholders 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 these regulations are applicable to such listed subsidiary.

For Related Party Transactions of unlisted subsidiaries of a listed subsidiary as referred above, the prior approval of the shareholders of the listed subsidiary shall suffice.

In addition to the above, all kinds of transactions specified under Section 188 of the Act which (a) are not in the ordinary course of business and at arm's length basis; and (b) exceed the thresholds laid down in Companies (Meetings of Board and its Powers) Rules, 2014 are placed before the shareholders for its approval.

The provisions of sub-regulations (2), (3) and (4) of regulation 23 of the Listing Regulations shall not be applicable in the following cases:

- (a) transactions entered into between two government companies;
- (b) 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.
- (c) transactions entered into between two wholly-owned subsidiaries of the listed holding company, whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval.

Explanation. - For the purpose of clause (a), "Government Company (ies) means Government company as defined in sub-section (45) of section 2 of the Companies Act, 2013.

Disclosures

Manorama Industries Limited shall disclose, in the Board's report, transactions prescribed in Section 188(1) of the Act with related parties, which are not in ordinary course of business or arm's length basis along with the justification for entering into such transaction.

Manorama Industries shall make such disclosures every six months within fifteen days from the date of publication of its standalone and consolidated financial results as specified under Regulation 23(9) of SEBI LODR Regulations 2015.

With effect from April 1, 2023 Manorama Industries shall make such disclosures referred in Regulation 23(9) of SEBI (LODR) Regulations 2015, every six months on the date of publication of its standalone and consolidated financial results with effect from April 1, 2023

Related Party Transactions not approved under the 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 of 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. The Audit Committee shall also examine the facts and circumstances pertaining to the failure of reporting such related party transaction to the Audit Committee under this Policy and failure of the internal control systems and shall take any such action it deems appropriate.

In any case, where the Audit Committee determines not to ratify a related party transaction that has been commenced without approval, the Audit Committee, as appropriate, may direct additional actions including, but not limited to, discontinuation of the transaction or seeking the approval of the shareholders, payment of compensation for the loss suffered by the related party etc. In connection with any review/approval of a related party transaction, the Audit Committee has authority to modify or waive any procedural requirements of this Policy.

REVIEW AND AMENDMENT

The Policy shall be reviewed once in every three years as required under the SEBI (LODR) Regulations 2015 and as and when required by the Board to ensure that it meets the objectives of the relevant regulation and remains effective.

The Board may subject to the applicable laws amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace this policy entirely with a new policy. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force.