

VISHVPRABHA TRADING LIMITED

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POLICY ON RELATED PARTY TRANSACTION

Policy on Related Party Transaction

1. Introduction

The Board of Directors (the “Board”) Vishvprabha Trading Limited (the “Company”), 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. This policy will be applicable to the Company. This policy is to regulate transactions between the Company and its Related Parties based on the applicable laws and regulations applicable to the Company.

2. Purpose

This policy is framed in compliance with the provisions of Regulation 23 and other applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 („the Regulations“) and Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules 2014, as amended or re-promulgated and in force from time to time (collectively referred to as “Applicable Regulatory Provisions”).

The Policy is intended to ensure the proper approval and reporting of all Related Party Transactions as required by the Applicable Regulatory Provisions.

All Related Party Transaction shall be entered into by the Company in accordance with this Policy or in accordance with the Applicable Regulatory Provisions.

3. Definitions

“**Act**” means the Companies Act, 2013.

“**Audit Committee**” means the Audit Committee of the Company constituted under provisions of the Regulations and Companies Act, 2013 and known as the Audit & Risk Committee.

“**Board**” means Board of Directors of the Company.

“**Key Managerial Personnel**” shall have the meaning as defined in section 2(51) of the Companies Act, 2013, as per which, the term means:

- i. the Chief Executive Officer or the Managing Director or the Manager;
- ii. the Company Secretary;
- iii. the Whole-time Director; and
- iv. the Chief Financial Officer.

“**Material Related Party Transaction**” shall have the meaning as defined in the Applicable Regulatory Provisions. Without prejudice to the foregoing, at present, as per the explanation to Regulation 23(1) of the Regulations, this term 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 ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the Company.

“Policy” means this Policy on Related Party Transactions.

“Relative” means relative as defined under Section 2(77) the Companies Act, 2013 and Companies (Specification of definitions details) Rules, 2014 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)

“Related Party” means related party as defined in section 2(76) of the Act and Regulation 2(zb) of the Regulations.

A. Section 2(76) of the Act read with Rule 3 of the Companies (Specification of Definition Details) Rules, 2014, defines the term Related Party as follows:

- i. a director or his relative;
- ii. a 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 under 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 company which is –
 - a. a holding, subsidiary or an associate company of the Company; or
 - b. a subsidiary of a holding company, to which it is also a subsidiary;
- ix. Director (other than an Independent Director) or key managerial personnel of the Company's holding company or his relative;

B. Regulation 2(zb) of the Regulations defines the term Related Party as follows:

- i. An entity which is a related party under section 2(76) of the Act;
- ii. An entity which is a related party under the applicable Accounting Standards;

C. For the purpose of Regulation 2(zb) of the Regulations, Accounting Standard 18 defines the term Related Party as follows:

- i. Enterprises that directly or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, the reporting enterprise;
- ii. Associates and joint ventures of the reporting enterprise and the investing party or venturer in respect of which the reporting enterprise is an associate or a joint venture;
- iii. Individuals owning, directly or indirectly, an interest in the voting power of the reporting enterprise that gives them control or significant influence over the enterprise, and relatives of any such individual;
- iv. Key Management Personnel (KMPs) and their relatives;
- v. Enterprises over which any person at (iii) or (iv) above is able to exercise significant influence. This includes enterprises owned by directors or major shareholders of the reporting enterprise and enterprises that have a member of key management in common with the reporting enterprise

The term Related Party for the purpose of this Policy shall be interpreted accordingly.

“Related Party Transaction” refers to those transactions that are covered under the scope of section 188 of the Act and Regulation 2(zc) of the Regulations.

- A.** Related Party Transactions that are covered under section 188 of the Act are as follows:

- i. sale, purchase or supply of any goods or materials.
- ii. Selling or otherwise disposing off or buying property of any kind.
- iii. Leasing of property of any kind.
- iv. Availing or rendering of any services.
- v. Appointment of any agent for purchase or sale of goods, materials, services or property.
- vi. Related Party's appointment to any office or place of profit in the company, its subsidiary or associate company.
- vii. Underwriting the subscription of any securities or derivatives thereof of the Company.

B. In terms of Regulation 2(zc) of the Regulations, a Related Party Transaction is a transfer of resources, services or obligations between a listed entity and a related party, regardless of whether a price is charged. This will include a single transaction or a group of transactions in a contract

“Related Party Transactions Exempt under the Act” means those Related Party Transactions which fulfill the following two criteria and which are exempt from the requirements of Board and Shareholder approvals:

- a) Such transaction is undertaken in the ordinary course of business; and
- b) Such transaction is undertaken on an arm's length basis (i.e. the transaction is conducted between the related parties as if they were unrelated, so that there is no conflict of interest);

“Related Party Transactions Exempt under the Regulations” means those Related Party Transactions which are exempt from the requirements of Audit Committee and Shareholder approvals, viz:

- a) Transactions between the Company and its wholly-owned subsidiary, whose accounts are consolidated with that of the Company and placed before the shareholders at the general meeting for approval;
- b) Transactions between two Government Companies (not applicable to the Company);

Words in this Policy which are not included in the Definition Clause shall have the same meaning as defined in the Applicable Regulatory Provisions. Also, where the terms defined hereinabove are also defined in the Applicable Regulatory Provisions, the definitions in the Applicable Regulatory Provisions shall prevail.

4. Policy

I. Disclosure by Directors and Key Managerial Personnel of interests or potential interests in any Related Party Transaction

Each Director and Key Managerial Personnel shall disclose to the Board, any interest that he or his Relative or any entity in which he may be concerned or interested, may have in a transaction or proposed transaction by the Company, that is or is likely to be a Related Party Transaction. Such notice shall be provided well in advance so that the Board has adequate time to obtain and review information about the proposed transaction.

II. Identification of Potential Related Party Transactions

All disclosures received from Directors and Key Managerial Personnel shall be processed by the Company, to identify any potential Related Party Transaction. Where any such potential Related Party Transaction is so identified, the same shall be processed for requisite approvals as required under Applicable Regulatory Provisions.

III. Review and Approval of Related Party Transactions

Annexure A provides the approval matrix that will be followed by the Company for all Related Party Transactions.

IV. Criteria for approving Related Party Transactions

The Audit Committee (and where applicable, the Board) shall consider, inter alia, the following criteria, while approving Related Party Transactions:

- a) Whether the Transaction covered by the Related Party Transaction is in the ordinary course of business of the Company and/or is required for the business of the Company or is otherwise beneficial to the Company;
- b) Whether the Related Party Transaction is on an arms length basis. For determining arms length basis, the following criteria shall be considered in addition to any other criteria that the Audit Committee / Board may deem fit:

Categories of Related Party Transaction	Arms-Length Criteria
Sale of Goods	Adequate Profit Margins on Sales earned under transfer pricing rules / Uncontrolled comparable prices
Purchase of Goods	Adequate Profit Margins on Resale / Sales earned under transfer pricing rules / Uncontrolled comparable prices
Services rendered	Adequate Profit Earned under transfer pricing rules /Uncontrolled comparable prices
Services Availed	At Uncontrolled Market (Comparable) Rates / as per transfer pricing rules

Remuneration to KMP, their relatives	At Uncontrolled Market (Comparable) Rates, within the limits approved by the Shareholders and in compliance with Applicable Regulatory Provisions.
Loans / Financial Assistance and interest thereon	Loans / financial assistance are governed under other relevant sections of the Act. As regards the Regulations, loans / financial assistance to wholly owned subsidiary companies are exempt thereunder. For loans / financial assistance to other Related Parties, the same shall be extended on rates which shall be at arm's length
Rent	At Uncontrolled Comparable Market Rates
Royalty	At Uncontrolled Market (Comparable) Rates / As per Industry practices
Others	At Uncontrolled Market (Comparable) Rates / As per Industry practices / As per transfer pricing rules

In addition to the transactions listed above, the Company also makes / receives payments towards reimbursement of expenses. Since these are not Related party Transactions, they are not listed in the above table. Likewise, donations made by the Company (as part of its CSR activities or otherwise) are not included in the above table.

- c) Whether the Related Party Transaction is reasonable and in the interest of the Company.

V. Omnibus Approval of Related Party Transactions by Audit Committee

In accordance with the enabling provisions of Regulation 23(3) of the Regulations, the Audit Committee may grant omnibus approval to Related Party Transactions, which are proposed to be entered into by the Company, subject to compliance with the conditions specified therein, which are as follows:

- a) The Audit Committee shall lay down the criteria for granting such omnibus approval in line with this Policy and such approval shall be applicable in respect of transactions which are repetitive in nature;
- 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) Such omnibus approval shall specify the following:
- i. the names of the Related Party,
 - ii. the nature of the transaction, period of transaction and the maximum amount for which the transaction can be entered into;

- iii. the indicative base price / current contracted price and the formula for variation in the price if any; and (iv) such other conditions as the Audit Committee may deem fit;

Provided however that where the need for the Related Party Transaction cannot be foreseen and aforesaid details are not available, the Audit Committee may grant omnibus approval for such transactions subject to their value not exceeding Rs. 1 crore per transaction and subject to such overall limit as may be approved by the Audit Committee from time to time;

- d) The Audit Committee shall review, atleast on a quarterly basis, the details of the Related Party Transaction entered into by the Company pursuant to each of the omnibus approval so given;
- e) Such omnibus approvals shall be valid for a period not exceeding one year and shall require fresh approvals after the expiry of one year. For the purpose of this condition, reference to "year" shall be to the financial year of the Company and the validity of such omnibus approval granted during any financial year shall be upto the end of that financial year or upto the date of the fresh approval, if any, granted by the Audit Committee in the immediately following financial year, which shall not be later than May 31, whichever is later;

Proviso to Section 177(4) of the Companies Act, 2013 also provides for omnibus approval for related party transactions proposed to be entered into by the Company.

5. Related Party Transactions not approved under this Policy

In the event the Company becomes aware of a Related Party Transaction with a Related Party that has not been approved under 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 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, immediate discontinuation or rescission of the transaction. In connection with any review of a Related Party Transaction, the Audit Committee has authority to modify or waive any procedural requirements of this Policy, including without limitation, to ratify Related Party Transactions.

6. Disclosures

The Company shall comply with such disclosure requirements relating to this Policy as may be stipulated under Applicable Regulatory Provisions. As required under Regulation 27(2)(b) of the Regulations, details of all material transactions with related parties shall be

disclosed along with the quarterly compliance report on corporate governance.

This Policy shall be uploaded on the website of the Company.

Approval Matrix for all Related Party Transactions

Approval By	Approvals Required under Applicable Regulatory Provisions	Approval Required under this Policy
Audit Committee	a) Under the Act All Related Party Transactions [as per Terms of Reference specified under section 177 of the Act] b) Under the Regulations All Related Party Transactions other than those with wholly-owned subsidiaries	1. All Related Party Transactions; 2. Annual Approval: a) Related Party Transactions Exempt under the Act i.e. those which are in ordinary course of business and undertaken on arms-length basis (which are exempt from Board and Shareholder Approvals under the Act); b) Related Party Transactions Exempt under the Regulations
Board	a) <u>Under the Act</u> All Related Party Transactions, other than Related Party Transactions Exempt under the Act [as per third proviso to section 188(1) of the Act] b) <u>Under the Regulations</u> The Regulations is silent on the need for Board approval. However, as per the Principles Governing Disclosures and Obligations of Listed Entity stipulated under Regulation 4(2)(f)(ii)(6) enshrines an obligation on the Board to monitor and manage potential conflicts of interest of management, directors and shareholders.	Board to approve all Related Party Transactions, other than Related Party Transactions Exempt under the Act and Related Party Transactions Exempt under the Regulations; So far as the following Related Party Transactions are concerned, viz: a) Related Party Transactions Exempt under the Act; b) Related Party Transactions Exempt under the Regulations; A Report of such Related Party Transactions shall be placed before the Board once a year after its review and approval by the Audit Committee.

Shareholders	<p>As per Applicable Regulatory Provisions presently in force, following Related Party Transactions require prior approval of shareholders:</p> <p>a) Under the Act In terms of Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014, prior approval of shareholders shall be required for the following kinds of Related Party Transactions, which individually or taken together with previous transactions during a financial year, exceed the following limits:</p> <ul style="list-style-type: none"> • Sale, purchase or supply of goods or materials exceeding 10% of Company's turnover or Rs. 100 crores, whichever is lower; • Selling, disposing off or buying property of any kind exceeding 10% of Company's Net Worth or Rs. 100 crores, whichever is lower; • Leasing property of any kind exceeding 10% of Company's Net Worth or 10% of Company's Turnover or Rs. 100 crores, whichever is lower; • Availing or rendering of service exceeding 10% of Company's Turnover or Rs. 50 crores, whichever is lower; • Appointment of any agent for purchase or sale of goods, material, services or property exceeding 10% of Company's turnover or Rs. 100 crores, whichever is lower; • Appointment to office or place of profit in company, subsidiary or associate 	<p>Prior Shareholders Approval shall be sought for all Related Party Transactions Requiring Shareholders Approval.</p> <p>The Company shall follow the requirements under the Act or under the Regulations, as may be applicable, with regard to restriction on voting by Related Parties in such Shareholders Resolution;</p>
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	<p>subscription of securities or derivatives thereof exceeding 1% of Company's Net Worth;</p> <p>[Reference to Turnover / Net Worth is to the Turnover / Net Worth as per the Company's stand-alone Audited Financial Statement of the preceding Financial Year]</p> <p>b) Under the Regulations All Material Related Party Transactions (i.e. Related Party Transactions which individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the Company as per its last audited financial statements) require shareholders approval. [Regulation 23(4) of the Regulations]</p> <p>(collectively referred to in this table as "Related Party Transactions Requiring Shareholders Approval")</p>	
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