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MARAL OVERSEAS LIMITED

POLICY ON RELATED PARTY TRANSACTIONS

Preamble	In order to ensure the transparency and procedural fairness of related party transactions of Maral Overseas Limited ("**the Company**"), this Policy has been framed in accordance with the requirements of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Ind AS -24 issued by the Institute of Chartered Accountants of India, and any subsequent amendments thereto. The Board of Directors of the Company **("the Board")**, on recommendation of Audit Committee **("the Committee"),** has approved Policy on Related Party Transactions ("**Policy**") to laid down the procedures with regard to Related Party Transactions for review, approval, ratification and its disclosures, as required under the Companies Act, 2013 ("**the Act**") read with SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), as amended from time to time.
Applicability	This Policy shall come into force with effect from the date of its approval from the Board and shall be applicable to transactions made with Related Parties identified as per this Policy.
Definitions	
a) "Key Managerial Personnel" As per Section 2(51) of the Act. As per IND AS 24	"Key Managerial Personnel" means i. the Chief Executive Officer or the Managing Director or the Manager; ii. the Company Secretary; iii. the Whole-time Director; iv. the Chief Financial Officer; v. such other officer, not more than one level below the Directors who is in whole-time employment, designated as Key Managerial Personnel by the Board vi. such other officer as may be prescribed. "Key Management Personnel" are those persons having authority and responsibility for planning, directing and

	controlling the activities of the entity, directly or indirectly, including any Director (whether executive or otherwise) of that entity.
b) ''Relative'' As per section 2(77) of the Act	''Relative'' A person shall be deemed to be the relative of another, if he or she is related to another in the following manner, namely:- i. Members of HUF ii. Spouse 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-Bother) x. Sister (including step-Sister)
c) Close members of the family of a person As per IND AS 24	Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity including: a) that person's children, spouse or domestic partner, brother, sister, father and mother; b) children of that person's spouse or domestic partner; and c) dependants of that person or that person's spouse or domestic partner.
d) "Office or place of profit" As per Section 188 of the Act	**Related Party's appointment to any office or place of profit in the Company, its subsidiary Company or Associate Company.** "Office or place of profit" means any office or place - *(i)* where such office or place is held by a Director, if the Director holding it receives from the company anything by way of remuneration over and above the remuneration to which he is entitled as Director, by way of salary, fee, commission, perquisites, any rent-free accommodation, or otherwise; *(ii)* where such office or place is held by an individual other than a Director or by any firm, private company or other body corporate, if the individual, firm, private

	company or body corporate holding it receives from the company anything by way of remuneration, salary, fee, commission, perquisites, any rent-free accommodation, or otherwise.
e) "Arm's length transaction" **As per Section188 of the Act.**	"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.
f) "Associate Company" As per section 2(6) of the Act. As per IND AS 28	"Associate Company" in relation to the other Company means a Company in which that other Company has a significant influence, but which is not a subsidiary Company of the Company having such influence and includes a Joint Venture Company. "Significant influence" means control of at least twenty percent of total voting power or control of or participation in business decisions under an agreement. An associate is an entity over which the investor has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.
g) "Material Related Party Transaction" As per Regulation 23 of Listing Regulations	A transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transaction(s) during a financial year, exceeds the threshold as specified in Regulation 23 of Listing Regulations read with Schedule XII of these regulations, at present: a) If the Consolidated Turnover of the Company is upto Rs. 20,000 Crores, the materiality threshold shall be 10% of the annual consolidated turnover of the Company. b) If the Consolidated Turnover of the Company is more than Rs. 20,000 Crores but does not exceed Rs. 40,000 Crores, materiality threshold shall be Rs. 2,000 Crores *plus* 5% of the annual consolidated turnover of the Company above Rs. 20,000 Crores. c) If the Consolidated Turnover of the Company is more than Rs. 40,000 Crore, materiality threshold shall be

	Rs. 3,000 Crores *plus* 2.5% of the annual consolidated turnover of the Company above Rs. 40,000 Crores or Rs. 5,000 Crores, whichever is lower.
h) **Control** As per section 2(27) of th Act	Control 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.
i) Joint control As per Ind AS 24 read with Ind AS 111	Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing the control.
j) Material Modification As per the Listing Regulations, 2015	Material Modification means any change in the terms of material related party transactions which is not in ordinary course of business and/or not on Arm's Length basis and/or exceeds the thresholds limits specified given herein above point no. g) or twenty percent (20%) of the aggregate value of related party transaction.
k) Related Party As per section 2(76) of the Act	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 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. a holding, subsidiary or an associate company of such company; or b. a subsidiary of a holding company to which it is

As per IND AS 24	also a subsidiary or c. an investing company or the venturer of the company; **Explanation**-For the purpose of this clause, "the investing company or the venturer of a company" means a body corporate whose investment in the company would result in the company becoming an associate company of the body corporate. ix. Such other person, as may be prescribed by MCA/SEBI. A related party is a person or entity that is related to the entity that is preparing its financial statements (referred as the "reporting entity"). a) A person or a close member of that person's family is related to a reporting entity if that person: i. has control or joint control of the reporting entity; ii. has significant influence over the reporting entity; or iii. is a member of the key management personnel of the reporting entity or of a parent of the reporting entity. b) An entity is related to a reporting entity if any of the following conditions applies: i. The entity and the reporting entity are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others). ii. One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member). iii. Both entities are joint ventures of the same third party. iv. One entity is a joint venture of a third entity and the other entity is an associate of the third entity. v. The entity is a post-employment benefit plan for the benefit of employees of either the reporting entity or an entity related to the reporting entity. If the

As per Regulation 2(1)(zb) of Listing Regulations	reporting entity is itself such a plan, the sponsoring employers are also related to the reporting entity. vi. The entity is controlled or jointly controlled by a person identified in (a) vii. A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity). viii. The entity, or any member of a group of which it is a part, provides key management personnel services to the reporting entity or to the parent of the reporting entity. The definitions of various terms e.g. control, relatives, significant influence etc. as per IND AS 24 are different than those under the Companies Act, 2013 **In addition to the Related Party as defined under the Act and Ind AS, following shall be Related Party:** a) Any person or entity forming a part of the promoter or promoter group of the listed entity; or b) Any person or any entity holding equity shares of ten percent (10%) or more in the listed entity either directly or on a beneficial interest basis as provided under section 89 of the Act, at any time, during the immediate preceding financial year.
Details required for ascertaining related party	**To identify the Related Party, the following information will be obtained:** 1.Declaration/Disclosure of interest by all the Directors and KMPs' in form MBP-1. 2.Declaration of relatives by all Directors and KMPs'. 3.Declaration about a firm in which a Director/ Manager or his relative is a partner. 4. Intimation from Directors of any change in particulars of Directorship or in other positions from the disclosure(s) submitted at the beginning of financial year.

Type of Transactions covered	• As per Section 188 of the Act, following transactions will be covered - i. Sale, purchase or supply of any goods or materials; ii. selling or otherwise disposing of, 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 etc. vi. such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company; vii. underwriting the subscription of any securities or derivatives thereof, of the company. • In addition to the transaction(s) covered under the Act, the following transaction(s) shall be considered as related party transactions, as per the Listing Regulations: A transaction involving a transfer of resources, services or obligations between: i. the Company or any of its subsidiaries on one hand and a related party of the Company or any of its subsidiaries on the other hand; or ii. the Company or any of its subsidiaries on one hand, and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the Company or any of its subsidiaries; regardless of whether a price is charged and a "transaction" with a related party shall be construed to include a single transaction or a group of transactions in a contract: Provided that the following shall not be a related party transaction: a) the issue of specified securities on a preferential

	basis, subject to compliance of the requirements under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; b) the following corporate actions which are uniformly applicable/offered to all shareholders in proportion to their shareholding: i. payment of dividend; ii. sub-division or consolidation of securities; iii. issuance of securities by way of a rights issue or a bonus issue; and iv. buy-back of securities. c) retail purchases from the Company or its subsidiary by its directors or key managerial personnel of the Company or its subsidiary and relatives of such directors or key managerial personnel without establishing a business relationship and at terms which are uniform applicable/offered to all employees, directors, key managerial personnel and relatives of directors or key managerial personnel. • In addition to the transaction(s) mentioned under the Act and Listing Regulations, the following transaction(s) with related party shall be considered as related party transactions, as per Ind AS 24: – A related party transaction is a transfer of resources, services or obligations between the Company and a related party, regardless of whether a price is charged. – Following transactions will be covered if these are with related parties: a. purchases or sales of goods (finished or unfinished); b. purchases or sales of property and other assets; c. rendering or receiving of services;

	d. leases; e. transfers of research and development; f. transfers under licence agreements; g. transfers under finance arrangements (including loans and equity contributions in cash or in kind); h. provision of guarantees or collateral; i. commitments to do something if a particular event occurs or does not occur in the future, including executory contracts (recognised and unrecognised); j. settlement of liabilities on behalf of the entity or by the entity on behalf of that related party; and k. management contracts including for deputation of employees.
Process for ascertaining related party	Secretarial Department to prepare the list of Related Parties on the basis of aforesaid information. Internal auditors/Statutory Auditor to verify the process of ascertaining the Related Parties and their correct recording /listing in register of Contracts/arrangement etc. as per the Section 189 of the Act, as well as their classification.
Circulating of above list of related parties	The aforesaid list shall be circulated to CMD & CEO JMD/CFO/Functional Heads/ Unit Heads, the Finance & Accounts Department, Statutory Auditor and Internal Auditor.
Procedure of seeking approval	Functional Head shall submit to the CFO and Company Secretary the details of proposed transaction with details/draft contract/ draft agreement or other supporting documents justifying that the transactions are on arms' length basis and in an ordinary course of business at prevailing market rate. Based on this note, CS will appropriately take it up for necessary approvals from the Audit Committee and convey back the decision to the concerned Functional Head. If the proposed transaction is not in ordinary course of business but at arms' length basis, then the Functional Head shall give a detailed note with justification to CFO

	and CS for entering such transaction alongwith details of proposed transaction with draft agreement/MoU/other supporting documents. Based on this note, the CFO and CS will discuss the matter with CMD & CEO/JMD so as to recommend the matter further to Audit Committee, Board and then to shareholders for their respective prior approvals, as the case may be.
Approval of Related Party Transaction(s)	**(A) Approval by Audit Committee members (excluding Non-Independent members)** 1. A prior approval of Audit Committee shall be required for all related party transaction(s) or subsequent material modification(s) thereof. 2. Any subsequent modification(s) of related party transaction(s) which are not material, shall be approved/ratified by Audit Committee as the case may be. 3. A related party transaction above Rs. 1 (one) crore, whether entered into individually or taken together with previous transactions during a financial year, 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, exceeds the lower of the following: a) 10% (ten percent) of the annual standalone turnover of the subsidiary as per the last audited financial statement of the subsidiary; or b) the threshold for material related party transactions of the Company as given herein above point no. g) under the heading i.e. "Definitions". Provided, if such subsidiary does not have audited financial statements for a period of at least one year, prior approval of the audit committee of the Company shall be obtained if the value of such transaction exceeds the lower of the following: a) 10% (ten percent) of the aggregate value of paid-up share capital and securities premium account of the subsidiary; or

	b) The thresholds for material related party transactions of the Company as specified herein above point no. g) under the heading i.e. "Definitions". Provided further that the aggregate value of paid-up share capital and securities premium account of the subsidiary shall be taken as on a date, not older than three months prior to the date of seeking approval of the audit committee. 4. In case of transactions (other than omnibus approval) the Company shall provide the minimum information as specified by the Industry Standard Forum and notified by SEBI read with Section III-B of SEBI Master Circular for compliance with the provisions of Listing Regulations, as amended from time to time, to the Audit Committee for approval of Related Party Transactions while placing any proposal for approval of RPT. 5. The Audit Committee shall also review the status of long-term (more than one year) or recurring RPTs on an annual basis. 6. In case the related party transaction(s), if any, entered by the Company without obtaining a prior approval, Audit Committee may ratify such related party transaction(s) within three (3) months from the date of the transaction(s) or in the immediate next meeting of the audit committee, whichever is earlier, subject to the following conditions: • the value of the ratified transaction(s) with a related party, whether entered into individually or taken together, during a financial year shall not exceed rupees one (1) crore; • the transaction is not material in terms of the provisions of sub-regulation (1) of regulation 23 of Listing Regulations; • rationale for inability to seek prior approval for the transaction shall be placed before the audit committee at the time of seeking ratification; • the details of ratification shall be disclosed along with the disclosures of related party transactions in terms of the provisions of sub-regulation (9) of

	regulation 23 of Listing Regulations; • any other condition as specified by the audit committee Provided that failure to seek ratification of Audit Committee shall render the transaction voidable at the option of the Audit Committee and if the transaction is with a related party to any director, or is authorised by any other director, the director(s) concerned shall indemnify the Company against any loss incurred by it. **(B) Omnibus approval by Audit Committee Members (excluding Non-Independent members)** Audit Committee may grant an omnibus approval for a period of maximum one year for those proposed related party transactions to be entered into by the Company or its subsidiary(ies), which are in ordinary course of business and at arms' length, in the interest of the Company and are repetitive in nature subject to the following conditions - i. Related Party Transaction(s) placed for omnibus approval shall contain following information: a) The name(s) of related party; b) nature and period of transactions; c) maximum amount of transaction that shall be entered into; d) The indicative base price/current contracted price and the formula for variation in the price, if any; e) Such other conditions as the Audit Committee may deem fit: ii. Where the need for related party transaction(s) cannot be foreseen and aforesaid details are not available, Audit Committee may grant omnibus approval for such transactions subject to their value not exceeding rupees one (1) crore per transaction. iii. Minimum information as specified by the Industry Standard Forum and notified by SEBI read with Section III-B of SEBI Master Circular for compliance with the provisions of Listing Regulations, as

amended from time to time, shall be provided to the Audit Committee for omnibus approval of Related Party Transactions.

iv. All transactions entered into by the Company or its subsidiary on the basis of above omnibus approval, shall be taken to the Audit Committee on quarterly basis for its review.

The CMD & CEO and CFO will certify whether the contracts/ transactions are at arm's length. Similarly the Internal Auditors and/ Statutory Auditors should examine the entire documentation and certify the same.

Where any Director is interested in any contract or arrangement with a related party, such Director shall not be present at the meeting during discussions on the subject matter of the resolution relating to such contract or arrangement.

(C) Approval by the Board of Directors

1. All Related Party Transaction(s) which are not at arm's length basis or in ordinary course of business shall require a prior approval of the Board of Directors;

2. The following information shall be placed before the Board of Directors for approval of related party transaction(s):

   i. the name of the related party and nature of relationship;
   ii. the nature, duration of the contract and particulars of the contract or arrangement;
   iii. the material terms of the contract or arrangement including the value, if any;
   iv. any advance paid or received for the contract or arrangement, if any;
   v. the manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;
   vi. whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors; and

vii. any other information relevant or important for the Board to take a decision on the proposed transaction.

3. Any Director interested in any contract or arrangement with a related party, such Director shall not be present at the meeting during discussions on the agenda item relating to such contract or arrangement.

(D) Approval by Shareholders

1. The following related party transactions shall require prior approval of the shareholders of the Company, in addition to the approval of the Audit Committee or the Board of Directors of the Company or both, as may be applicable:
   a. Related Party Transactions which are not in ordinary course of business or at arm's length basis and which exceed the threshold limits as prescribed under the Act.
   b. All Material Related Party Transactions or subsequent material modification (s) thereto.
2. The Shareholders may grant omnibus approval for material related party transactions in an annual general meeting which shall be valid till the date of the next annual general meeting held within the timelines as per the Act.

   However, the omnibus approval for material related party transactions granted by shareholders in general meetings other than annual general meeting, the validity of such omnibus approvals shall not exceed one year from the date of such approval.
3. Minimum information as specified by the Industry Standard Forum and notified by SEBI read with Section III-B of SEBI Master Circular for compliance with the provisions of Listing Regulations, as amended from time to time, shall be provided to the shareholders for approval of the RPTs.
4. The related party shall not vote to approve such resolution(s) placed before the shareholders,

	whether the related party is a party to the particular transaction or not. **(E) Ratification of Related Party Transaction(s) by the Board of Directors and/or by Shareholders:** In case, any contract or arrangement is entered into by a Director or any other employee, without obtaining the consent of the Board of Directors or approval by a resolution in the general meeting under sub section (1) of Section 188 of the Act and if it is not ratified by the Board of Directors or, as the case may be, by the shareholders at a meeting within three (3) 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 of Directors or, as the case may be, of the shareholders and if the contract or arrangement is with a related party to any Director, or is authorized by any other Director, the Directors concerned shall indemnify the Company against any loss incurred by it. **(F) Following Related Party Transaction(s) are exempted from the approval of Audit Committee, Board of Directors and the Shareholders:** i) Transactions entered into between the Company and its wholly own subsidiary whose accounts are consolidated with holding Company and placed before the shareholders at the General Meeting for approval. ii) Transactions entered into between two wholly-owned subsidiaries of the company, whose accounts are consolidated with the company and placed before the shareholders at the general meeting for approval.
Related party transactions details	The Finance & Accounts Department shall provide a list of transactions with Related Party on a quarterly basis to the Secretarial Department and Internal Auditor and statutory auditor within 15 days of close of the quarter and the same shall be reviewed by them along with Quarter end balance confirmation/ reconciliation statements and placed before the Audit Committee.

Disclosure	1. Details of contract(s) or arrangement(s) as per sub-section (1) of section 188 of the Act, have to be disclosed in the Board's Report as per Form AOC-2. Form AOC-2 will placed before Audit Committee for its review and then to the Board for approval to make the same as part of Directors' report. 2. Company shall keep a register in Form MBP-4 pursuant to Section 189(1) of the Act, giving the particulars of all contracts or arrangements in such manner and containing particulars and after entering the particulars, the same shall be authenticated by the CFO and the Company Secretary of the Company and thereafter the same shall be placed in the next meeting of the Board and signed by all the Directors present at the meeting. 3. Necessary disclosures shall be made in the Annual Financial Statements as required under the Act. 4. Disclosures pertaining to the Related Party Transaction(s) shall be made in the Corporate Governance Report and to the Stock Exchanges in the format as prescribed under Listing Regulations:
Records relating to Related Party / Supporting documents	All disclosures, documents, supporting etc. shall be preserved for a period of eight years from the end of the financial year to which it relates and shall be kept in the custody of the Company Secretary or any other person authorized by the Board for the purpose.
Limitation	In the event of any conflict between the provisions of this Policy and of the Act or Listing Regulations or any other statutory enactments or rules, the provisions of such Act or Listing Regulations or statutory enactments or rules, shall prevail over this Policy.
Review of Policy	The policy may be reviewed & updated in accordance with applicable law from time to time.

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