

SINGHANIA BROTHERS LTD

CIN : L51909WB1982PLC035145

SEBI Regn No. : INB 031018935

RBI Regn No. : B.05.02054

2/10, Sarat Bose Road, Garden Apartment

Block - A, Kolkata- 700 020

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POLICY ON MATERIALITY OF RELATED PARTY TRANSACTIONS AND ON DEALING WITH RELATED PARTY TRANSACTIONS

Our Company recognizes that related party transactions can present potential or actual conflicts of interest and may raise questions about whether such transactions are consistent with the Company's and its stakeholders' best interests.

The Company does not encourage nor does it endorse entering into any transaction with any other person or entity with the intent of benefiting a Related Party, as envisaged under the definition of Related Party Transaction.

- All Related Party Transaction(s) shall be entered on arms' length basis.
- In exceptional circumstances, where permitted by law, Related Party Transaction(s) of the Company may deviate from the principle of arm's length, after obtaining approval from Audit Committee and the Board of Directors, as the case may be.
- All Related Party Transaction(s) of the Company shall be in compliance with the provisions of the Act, the Listing Regulations and the applicable Accounting Standards, as amended from time to time.
- All domestic related party contracts / arrangements shall, wherever applicable, comply with Domestic Transfer Pricing Requirement under section 92BA of the Income Tax Act, 1961 including certification from independent accountants under the Transfer Pricing Regulations.
- All international related party contract / arrangements shall comply with International Transfer Pricing Requirement under section 92B of the Income Tax Act, 1961 including certification from independent accountants under the Transfer Pricing Regulations.
- All Related Party Transactions pursuant to Section 188 of the Act which are not in the ordinary course of business and / or not on an Arms' length basis and beyond the threshold limits prescribed under the Act shall also require the approval of Shareholders of the Company through resolution.
- The requirement of passing the resolution shall not be applicable for transactions entered into between the Company and its wholly owned subsidiary whose accounts are consolidated with the Company and placed before the Shareholders at the General Meeting for approval.
- The voting rights of the interested and non-interested Related Parties shall be governed by the applicable provisions of the Act and any other applicable law, from time to time.

In case the Shareholders decide not to approve a Related Party Transaction, the Board 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 to Shareholders for approval.

Identification of Related Party Transaction

Every Director shall at the beginning of the financial year provide information by way of written notice to the Company regarding his/her concern or interest in the entity with specific concern to parties which may be considered as related party with respect to the Company and shall also provide the list of relatives which are registered as related party as per this Policy. Directors are also required to provide

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Shalini Singhania
Director

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the information regarding their engagement with other entity during the financial year which may be regarded as related party according to this Policy.

Approval

All Related Party Transaction(s) of the Company and subsequent Material Modifications thereto, shall require prior approval of the Board of Directors or the Shareholders of the Company, as the case may be, as required under and subject to the Act.

Amendments To The Policy

The Board shall review and amend this Policy as and when required and as per RPT Provisions. If at any point a conflict of interpretation / information between the Policy and any regulations, rules, guidelines, notification, clarifications, circulars, master circulars/ directions issued by relevant authorities (“Regulatory Provisions”) arises, then interpretation of the Regulatory Provisions shall prevail.

In case of any amendment(s) and/or clarification(s) to the Regulatory Provisions, the Policy shall stand amended accordingly from the effective date specified as per the Regulatory Provision.

SINGHANIA BROTHERS LTD.

Shalini Singhania
Director