



# VANI COMMERCIALS LIMITED

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

### Introduction

The Board of Directors of the Company, have adopted this Policy upon the recommendation of the Audit Committee and the said Policy includes the materiality threshold and the manner of dealing with Related Party Transactions ("Policy") in compliance with the requirements of Section 188 of the Companies Act, 2013 and Clause 49 of the Listing Agreement with the Stock Exchanges in India.

### Objective

The policy to overrule any potential or actual conflicts of interest and may raise questions about the related party transactions, to be consistent with the Company's and its stakeholders' best interests.

### Applicability

This Policy applies to transactions between the Company and one or more of its Related Parties. It provides a framework for governance and reporting of Related Party Transactions including material transactions.

In accordance to this Policy *Related Party* means a related party as defined under the Companies Act, 2013 read with Clause 49 of the Listing Agreement and as amended from time to time.

### Policy

- (i) All related party contracts / arrangements shall be entered on arms' length basis.
- (ii) In exceptional circumstances, where permitted by law, related party contracts /arrangements may deviate from the principle of arm's length, after approval from Audit Committee.
- (iii) All related party contract / arrangements shall comply with the Companies Act, 2013.
- (iv) All related party contract / arrangements shall comply with Listing Agreement.
- (v) All related party contract / arrangements shall comply with Accounting Standards.
- (vi) All domestic related party contracts / arrangements shall, wherever applicable, comply with Domestic Transfer Pricing Requirement under section 92BA of Income Tax Act, 1961 including certification from independent accountants under the Transfer Pricing Regulations.
- (vii) Approval of Audit Committee shall be taken for related party contracts / arrangements as required under the Companies Act and Listing Agreement.