

RELATED PARTY TRANSACTIONS POLICY

1. PREAMBLE

The Related Party Transactions Policy (“Policy”) provides a framework to regulate transactions between the Shyam Century Ferrous Limited (“Company”) and its Related Parties. The Policy also lays down mechanism for identification, approval and reporting of Related Party Transactions. The Policy may be amended at any time and is subject to any further changes in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or the Companies Act, 2013 (the Act) or rules/regulations made there under.

2. DEFINITIONS

“**Audit Committee**” means Committee of Board of Directors of the Company constituted under provisions of the Listing agreement as well as the Companies Act, 2013.

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

“**Related Party**” means a person or a entity if:

- (i) such entity is a related party under Section 2(76) of the Companies Act, 2013;
- (ii) as defined under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time;
- (iii) such entity is a related party under the applicable Accounting Standards;
- (iv) Any person or entity forming part of the promoter or promoter group of the Company irrespective of shareholding;
- (v) any person or entity holding 20% or more of shareholding in the company (with effect from 01.04.2022) or 10% or more (with effect from 1st April, 2023) either directly or on a beneficial interest basis as per Section 89 of the Companies Act, 2013 at any time during the immediately preceding financial year.

“**Associate Company**” means a Company which has significant influence but which is not a subsidiary of the Company having such influence and includes a joint venture Company.

“**Significant Influence**” means control of at least 20% of the total voting power or control of or participation of business decisions under an agreement.

“**Joint Venture**” means a contractual arrangement whereby two or more parties undertake an economic activity which is subject to joint control.

“**Control**” shall have the same meaning as defined in SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and shall include:

- a) 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' / voting agreements etc. or
- b) ownership, directly or indirectly, of more than one half of the voting power of the Company, or
 - c) a substantial interest in voting power and the power to direct, by statute or agreement, the financial and/or operating policies of the Company.

“Related Party Transaction” (“RPT”) means such transactions as specified in Section 188 of the Companies Act, 2013 or rules made thereunder and Regulations 2(1)(zc) of SEBI (LODR) Regulations, 2015 as amended, and includes any transaction directly or indirectly involving transfer of resources, services or obligations between:

- The Company & Related Party of the Company.
- The Company & Related Party of its Subsidiaries.
- The Subsidiaries & Related Party of the Company.
- The Subsidiaries & Related Party of the Subsidiaries. [w.e.f. April 1, 2022]
- [w.e.f. April 1, 2023, an RPT would also include transactions by the Company or its subsidiaries with any other party which has purpose and effect of benefitting a related party of the Company or its Subsidiaries.]

regardless of whether or not a price is charged, and includes the following transactions, either single or a group of transactions in a contract:

- a. sale, purchases or supply of any goods or materials;
- b. selling or otherwise disposing of, or buying, property of any kind;
- c. leasing of property of any kind;
- d. availing or rendering of any services;
- e. appointment of any agent for purchases or sale of goods, materials, services or property;
- f. such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company;
- g. underwriting the subscription of any securities or derivatives thereof, of the company.

Explanation: Related Party Transactions includes a single transaction or a group of transactions in a contract with a related party.

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 by the listed entity which are uniformly applicable/offered to all shareholders in proportion to their shareholding:
 - i. payment of dividend.
 - ii. subdivision 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. acceptance of fixed deposits by banks/ Non-banking Finance Companies at the terms uniformly applicable/ offered to all shareholders/public, subject to disclosure of same along with the disclosure of related party transactions every six months to the stock exchanges, in format as specified by the Board:

Provided further that this definition shall not be applicable for the units issued by mutual funds which are listed on a recognised stock exchange(s);

“Policy” means this Policy on Related Party Transactions.

“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.

“Material Related Party Transaction” means a transaction with a related party, where in the value of transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds INR 1,000 Crore or ten percent of the annual consolidated turnover of the Company whichever is lower as per the last audited financial statements of the Company.

In case transactions involving payments made with respect to brand usage or royalty, if it exceeds 2% of annual consolidated turnover of the Company as per its last audited financial statements.

“Material modification” means and includes any modification to an existing related party transaction having variance of 20% of the existing limit as sanctioned by the Audit Committee / Board / Shareholders, as the case may be.

“Key Managerial Personnel” (KMP) means KMP as defined in the Companies Act, 2013 and as amended from time to time.

“Relatives” means Relatives as defined in the Companies Act, 2013 and as amended from time to time.

“Office or Place of Profit” means any office or place:

(i) Where such office or place is held by a director, if the director receives from the company anything by way of remuneration over and above the remuneration to which he is entitled as director;

(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 receives from the company anything by way of remuneration, salary, fee, commission, perquisites, any rent-free accommodation, or otherwise over and above to which it is entitled;

3. POLICY

All Related Party Transactions and subsequent material modification must be identified and reported to the Audit Committee for their prior approval and also to Directors and shareholders for their approval, wherever necessary. However, the said transactions shall be

disclosed in accordance with the requirements of the Companies Act, 2013 and the listing regulations.

3.1 IDENTIFICATION OF POTENTIAL RPTS

Each director and Key Managerial Personnel is required to give notice of disclosure of interest under section 184 and 189 of the Companies Act 2013, along with list of relatives to the Company. The Company shall ensure that no transaction is entered into with any entity/individual disclosed by the director/ KMP without requisite approvals.

Further each director, KMP is also responsible for providing notice to the Board or Audit Committee of any potential RPT involving him or her or his or her Relative, including any additional information about the transaction that Board/Audit Committee may reasonably request.

The Board/Audit Committee will determine whether the transaction requires compliance with this policy or not.

3.2 APPROVAL OF RELATED PARTY TRANSACTIONS

Procedure to be adopted for Related Party Transactions:

(a) APPROVAL OF AUDIT COMMITTEE

- (i) Prior Approval of the Audit Committee (Only Independent Members of the Audit Committee shall approve) required for:
 - a. All Related Party Transactions and subsequent material modifications;
 - b. Transaction executed between subsidiary of listed entity & RP of Listed entity & RP of subsidiary if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover, as per the last audited financial statements of the listed entity. (w.e.f. 01.04.2022)
 - b. Transaction executed between subsidiary of listed entity & RP of Listed entity & RP of subsidiary if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual standalone turnover, as per the last audited financial statements of the listed entity. (w.e.f. 01.04.2023)

Provided that prior approval of the audit committee of the Company shall not be required for RPTs where subsidiary is a listed Company and regulation 23 and 15 (2) of SEBI LODR are applicable to such listed subsidiary.
- (ii) The Audit Committee may grant omnibus approval for Related Party Transactions proposed to be entered into by the company subject to the following conditions:
- (iii) The Audit Committee shall laydown the criteria for granting omnibus approval in line with the policy on Related Party Transactions of the Company and such approval shall be applicable in respect of transactions which are repetitive in nature;

- (iv) The Audit Committee satisfies itself the need for such omnibus approval and that such approval is in the interest of the Company;
- (v) Such omnibus approval shall specify the following: - Name(s) of the Related Party, Nature of the transaction, Period of transaction, Maximum amount of transaction that can be entered into, the indicative base price / current contracted price and the formula for variation in the price, if any, and such other conditions as the Audit Committee may deem fit.
- (vi) In such cases where the need for Related Party Transaction cannot be foreseen and details as required above are not available, the Audit Committee may grant omnibus approval for such transactions subject to their value not exceeding Rs. 1.00 crore per transaction;
- (vii) The Audit committee shall review, at least on a quarterly basis, the details of RPTs entered into by the Company pursuant to each of the omnibus approval given;
- (viii) Such omnibus approvals shall be valid for a period not exceeding one year and shall require fresh approvals after the expiry of one year.
- (ix) The Audit Committee will have the discretion to recommend / refer any matter relating to the Related Party Transaction to the Board for the approval.

(b) APPROVAL OF BOARD OF DIRECTORS

All the Related Party Transactions under section 188 of the Companies Act 2013 shall be approved by the Board of Directors of the Company; however this provision will not apply to the transactions entered into by the company in its ordinary course of business other than transactions which are not on an arm's length basis.

All the Material Related Party Transactions and subsequent material modifications as per Listing Regulations shall be approved by the Board of Directors of the Company.

(c) APPROVAL OF SHAREHOLDERS

All material related party transactions and subsequent material modification shall require prior approval by the Shareholders and "related parties" as may be required by the Companies Act, 2013 or by the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including amendments thereto) in this regard, no related party shall vote to approve such resolutions.

Prior approval of Shareholders of Listed entity is not required if the transaction in which the Listed subsidiary is a party but the listed entity is not a party & regulation 23 and sub-regulation (2) of regulation 15 of these regulations are applicable to such listed subsidiary.

All related party transactions which are not in ordinary course of business and at arm's length basis and which are in excess of the limits specified in the Companies Act as described below requires approval of the shareholders in such cases all related parties to the transaction shall abstain from voting:

- (a) as contracts or arrangements with respect to clauses (a) to (e) of sub-section (1) of section 188, with criteria as mention below-

(i) sale, purchase or supply of any goods or material, directly or through appointment of agent, amounting to ten percent or more of the turnover of the company or Rupees one hundred crore, whichever is lower, as mentioned in clause (a) and clause (e) respectively of sub-section (1) of section 188;

(ii) selling or otherwise disposing of or buying property of any kind, directly or through appointment of agent, amounting to ten percent or more of net worth of the company or Rupees one hundred crore, whichever is lower, as mentioned in clause (b) and clause (e) respectively of sub-section (1) of section 188;

(iii) leasing of property any kind amounting to ten percent or more of the net worth of company or ten per cent or more of turnover of the company or Rupees one hundred crore, whichever is lower, as mentioned in clause (c) of sub-section (1) of section 188;

(iv) availing or rendering of any services, directly or through appointment of agent, amounting to ten percent or more of the turnover of the company or Rupees fifty crore, whichever is lower as mentioned in clause (d) and clause (e) respectively of sub-section (1) of section 188;

Explanation.- Limits specified in sub-clause (i) to (iv) shall apply for transaction or transactions to be entered into either individually or taken together with the previous transactions during a financial year.

(b) for appointment to any office or place of profit in the company, its subsidiary company or associate company at a monthly remuneration exceeding Rupees two and a half lakh as mentioned in clause (f) of sub-section (1) of section 188.

(c) for remuneration for underwriting the subscription of any securities or derivatives thereof, of the company exceeding one percent of the net worth as mentioned in clause (g) of sub-section (1) of section 188.

Explanation.- Turnover or net worth referred in the above sub-rules shall be computed on the basis of the audited financial statement of the preceding financial year.

(2) In case of wholly owned subsidiary, the resolution is passed by the holding company shall be sufficient for the purpose of entering into the transaction between the wholly owned subsidiary and the holding company.

(3) The explanatory statement to be annexed to the notice of a general meeting convened pursuant to section 101 shall contain the following particulars, namely:-

(a) name of the related party;

(b) name of the director or key managerial personnel who is related, if any;

(c) nature of relationship;

(d) nature, material terms, monetary value and particulars of the contract or arrangements;

(e) any other information relevant or important for the members to take a decision on the proposed resolution.

Further as per regulation 23(1A) of SEBI (LODR) Regulations, 2015 as amended 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 two percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

4. FACTORS TO BE CONSIDERED WHILE GRANTING APPROVAL TO RELATED PARTY TRANSACTIONS

The Audit Committee / Board will consider the following factors, among others, to the extent relevant to the Related Party Transactions while granting its approval:

- Whether the terms of the Related Party Transaction are fair and on arms length basis to the Company and would apply on the same basis if the transaction did not involve a Related Party;
- Whether there are any compelling business reasons for the Company to enter into the Related Party Transaction and the nature of alternative transactions, if any;
- Whether the Related Party Transaction would affect the independence of an independent director;
- Whether the transaction qualifies to be a transaction in ordinary course of business and at arm's length.
- Whether the Related Party Transaction would present an improper conflict of interest for any director or Key Managerial Personnel of the Company, taking into account the terms and size of the transaction, the purpose and timing of the transaction the direct or indirect nature of the director's, Key Managerial Personnel's or other Related Party's interest in the transaction.
- Whether the Related Party transaction accrues long term strategic value, interdependency when no alternative is available and the transactions are beneficial to both the parties.

5. REVIEW & MONITORING OF RELATED PARTY TRANSACTIONS:

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. However, such omnibus approvals shall be valid for a period not exceeding one year and shall require fresh approvals after the expiry of one year.

To review a RPT, the Audit Committee shall be provided with all relevant material information of the RPT including the terms of the transaction, the business purpose of the transaction, the benefits to the company and to the Related Party, and any other relevant information/material.

The Audit Committee may review and monitor a Related Party Transaction taking into account the terms of the transaction, the business purpose of the transaction, the benefits to the Company and to the Related Party, and any other relevant matters. In connection with any review of a Related Party Transaction, the Committee has authority to modify or waive any procedural requirements of this Policy.

6. FOLLOWING TRANSACTIONS NOT TO BE CONSIDERED AS RELATED PARTY TRANSACTIONS:

Notwithstanding the foregoing, the following Related Party Transactions shall not require approval of Audit Committee or Shareholders:

1. Any transaction that involves the providing of compensation to a director or Key Managerial Personnel in connection with his or her duties to the Company or any of its subsidiaries or associates, including the reimbursement of reasonable business and travel expenses incurred in the ordinary course of business.
2. Any transaction in which the Related Party's interest arises solely from ownership of securities issued by the Company and all holders of such securities receive the same benefits pro rata as the Related Party.
3. Any transaction arising out of Compromises, Arrangements and Amalgamations dealt with under specific provisions of the Companies Act, 1956/ Companies Act, 2013.
4. 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.
5. Transactions entered into between two wholly-owned subsidiaries of the listed holding company whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval.

7. EXISTING CONTRACTS, IF ANY

The Policy shall operate prospectively and all the Contracts entered into by companies, after making necessary compliances under the Companies Act, 1956, which already came into effect before the commencement of the Companies Act, 2013, i.e. April 1, 2014, will not require fresh approval till the expiry of the original term of such contracts.

8. RPTs NOT APPROVED UNDER THIS POLICY

In the event the Company becomes aware of a RPT 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 RPT, and shall evaluate all options available to the Company, including ratification by it or recommending the Board for their ratification or seeking approval of Shareholders, revision or termination of the RPT. The Audit Committee shall also examine the facts and circumstances pertaining to the failure of reporting such RPT to the 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 RPT that has been commenced without approval, the Committee, as appropriate, may direct such actions as it deems fit. The Audit Committee has authority to modify or waive any procedural requirements of this Policy.

9. REGISTERS

The Company shall keep and maintain a register physically or electronically, as may be decided by the Board of Directors, giving separately the particulars of all contracts or arrangements covered under section 188 of the Companies Act, 2013 and such register is placed before the meeting of the Board of directors and taken note of. Every director or key managerial personnel, shall within a period of thirty days of his appointment, or relinquishment of his office in other Companies as the case may be, disclose to the Company the particulars relating his/her concern or interest in the other association which are required to be included in the register maintained.

10. DISCLOSURES/AMENDMENT

Every Related Party with proper justification shall be disclosed in the Directors' Report Details of all material related party transactions shall be disclosed quarterly along with the compliance report on Corporate Governance.

The Company shall also submit enhanced disclosure of information related to RPTs to the stock exchanges every six months in the format specified by the SEBI with the following timelines:

- i. within 15 days from the date of publication of financials w.e.f. April 1, 2022;
- ii. simultaneously with the financials w.e.f. April 1, 2023.

The Related Party Transactions Policy shall be disclosed on the website of the Company and a web link thereto shall be provided in the Annual Report too.

11. MISCELLANEOUS

The right to interpret /amend/ modify this Policy vests in the Board of Directors of the Company. The policy may be reviewed at least once in 3 years unless requires earlier modification.