

**SANDU PHARMACEUTICALS LIMITED**

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**POLICY ON MATERIALITY AND DEALING  
RELATED PARTY TRANSACTION**

**1. PREAMBLE**

The Board of Directors (the “Board”) of SANDU PHARMACEUTICALS 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 all its Related Parties based on the applicable laws and regulations applicable to the Company.

**2. PURPOSE**

This policy is framed as per Regulation 23 of SEBI (LODR) Regulation 2015 entered by the Company with the Stock Exchanges and is intended to ensure for proper approval and reporting of transactions between the Company and its Related Parties. The amended Regulation 23 of SEBI (LODR) Regulation 2015 shall become effective from 1st December, 2015. The transactions with related parties shall be entered into only if they are in the best interest of the Company and its shareholders. The Companies Act, 2013 requires that Report of the Board of Directors of the Company shall contain all the particulars of the contracts or arrangements with related parties. Regulation 46(2)(g) of the SEBI (LODR) Regulation 2015 requires the Company to disclose the policy on dealing with Related Party Transactions on the website of the Company and a weblink to be provided in the Annual Report.

**3. DEFINITIONS**

**“Audit Committee or Committee”** means Committee of Board of Directors of the Company.

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

**“Key Managerial Personnel”** means key managerial personnel as defined under the Companies Act, 2013 and includes

- a) Managing Director, or Executive Director or manager and in their absence, a whole- time director;
- b) Company Secretary; and
- c) Chief Financial Officer

**“Arm’s Length Transaction”** means a transaction between two related parties that is conducted as if they are unrelated, so that there is no conflict of interest or where based on the business requirements and then prevailing economic conditions, the relevant stake holders have approved the terms of proposed related party transaction or where a regulator provides for any conditions impacting the market price of such transaction (for example in the case of an Advance Pricing Agreement) etc.

**“Ordinary Course of Business (‘OCB’)”** means a transaction which/wherein:

- is carried out in the normal course of business envisaged in accordance with the Memorandum of Association (‘MoA’) of the Company as amended from time to time, or
- is as per historical practice with a pattern of frequency, or
- is in connection with the normal business carried on by the Company, or

- the income, if any, earned from such activity/transaction is assessed as business income in the Company's books of accounts and hence is a business activity, or
- is common commercial practice, or
- meets any other parameters/criteria as decided by the Board/Audit Committee.

**“Material modification”** means any modification made in the value/exposure of any ongoing or proposed Related Party Transaction, as originally approved by the Audit Committee and/or shareholders, which has the effect of variation in the approved value of the transaction, by 25% or more or by which the transaction ceases to be in ordinary course and/or on arm's length basis or such other parameter as may be determined by the Audit Committee from time to time.

**“Material Related Party Transaction”** 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 Related Party Transaction Policy.

**“Related Party”** means related party as defined in the Companies Act/SEBI (LODR) Regulation 2015 which is as follows:

A person or a close member of that person's family is related to a company if that person: is a related party under Section 2(76) of the Companies Act, 2013 which includes

- a director or his relative ;
- a key managerial personnel or his relative ;
- a firm, in which a director, manager or his relative is a partner ;
- a private company in which a director or manager is a member or director
- 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 ;
- 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 ;
- 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 ;

any company 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 also a subsidiary
- c) Director or key managerial personnel of the holding company or his relative with reference to a Company
- d) such entity is a related party under the applicable Accounting standards

**“Related Party Transaction”** means any transaction directly or indirectly involving any Related Party and includes transfer of resources, services or obligations between a company and a related party, regardless of whether a price is charged.

**“Relative”** means relative as defined under the Companies Act, 2013 and includes any one who is related to another, if –

- They are members of a Hindu undivided family
- They are husband and wife ; or
- Father (including step-father)
- Mother ( including step-mother)
- Son ( including step-son)
- Son's wife
- Daughter

- Daughter's husband
- Brother ( including step-brother)
- Sister (including step-sister)

#### **4. POLICY**

All Related Party Transactions must be reported to the Audit Committee and referred for approval to the Committee in accordance with this Policy.

All Related Party Transactions shall be placed before the Board for information. The approval of the Board and shareholders will be taken for all related party transactions, wherever required, under the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations as amended from time to time.

#### **5. Identification of Related Parties and Related Party Transactions :**

The Company shall identify and update the list of related parties as prescribed under Section 2(76) of the Act read with the Rules framed there under and Regulation 2(1)(zb) of the SEBI Listing Regulations.

The Company shall identify related party transactions in accordance with Section 188 of the Act and Regulation 2(1)(zc) of the SEBI Listing Requirements. The Company shall determine whether the transaction is in the ordinary course of business and at arm's length basis and for this purpose, the Company may seek external professional opinion, if necessary.

#### **6. Procedure for approval of Related Party Transactions**

1. Approval of the Audit Committee
  - All related party transactions and subsequent material modifications require prior approval of the Audit Committee.
  - Only Members of the Audit Committee, shall approve related party transactions.
  - In case of subsidiary of Sandu Pharmaceuticals Limited if any, a related party transaction to which the subsidiary of a listed entity is a party but the listed entity is not a party, shall require prior approval of the Audit Committee of the listed entity if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year exceeds ten per cent of the annual consolidated turnover, as per the last audited financial statements of the listed entity.
  - Further, with effect from April 1, 2023, a related party transaction to which the subsidiary of a listed entity is a party but the listed entity is not a party, shall require prior approval of the Audit Committee of the listed entity if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year, exceeds ten per cent of the annual standalone turnover, as per the last audited financial statements of the subsidiary.
2. The Company may obtain omnibus approval from the Audit Committee for such transactions, subject to compliances with the following conditions:
  - The Audit Committee shall after seeking guidance of the Board of Directors, specify the criteria for granting the omnibus approval in line with this Policy which shall include the following, namely:
  - the name/s of the related party and its relationship with the company and/or its subsidiary, nature of transaction, period of transaction, maximum number of transactions, in aggregate, which shall be entered into in a year;
  - the maximum value per transaction which can be allowed;
  - the indicative base price/current contracted price and the formula for variation in the price, if any;
  - transactions which cannot be subject to the omnibus approval by the Audit Committee; and

- Review, at such intervals as the Audit Committee may deem fit, related party transaction entered into by the Company pursuant to each omnibus approval made.
  - such other conditions as the Audit Committee may deem fit.
3. The Audit Committee shall consider the following factors while specifying the criteria for making omnibus approval, namely:  
repetitiveness of the transactions (in past or in future).  
justification for the need of omnibus approval
  4. The Audit Committee shall satisfy itself the need for such omnibus approval and that such approval is in the interest of the Company.
  5. However, in case of related party transactions which cannot be foreseen and where the above details are not available, Audit Committee may grant omnibus approval provided the value does not exceed Rs.1 crore per transaction.
  6. 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.
  7. Such omnibus approval shall be valid for a period not exceeding 1 financial year and shall require a fresh approval after expiry of such financial year.
  8. In compliance to the approval of the Board of Directors, the Audit Committee of the Company has specified following criteria for granting omnibus approval:
    - \* The maximum value of the transactions, in aggregate, which can be allowed under omnibus route in a year will be 25% of the annual turnover of the company as per its last audited financial statements
    - \* The maximum value per transaction which can be approved under omnibus route will be the same as per the materiality threshold as defined in Clause 4 of the Policy.
  9. While seeking approval for a Related Party Transaction placed before the Audit Committee, the Audit Committee shall be provided with the information as required to be provided under the Act and the SEBI Listing Regulations.
  10. The Board may consider the details as required to be provided under the Act and the SEBI Listing Regulations to the Audit Committee, in order to determine if the transaction is in the ordinary course of business and at arm's length or not.
  11. Transaction of following nature will not be subject to the omnibus approval of the Audit Committee:
    - a. Transactions which are not at arm's length or not in the ordinary course of business.
    - b. Transactions which are not repetitive in nature.
    - c. Transactions exceeding materiality thresholds as laid down in the Policy.
    - d. Transactions in respect of selling or disposing of an undertaking of the Company.
    - e. Financial Transactions e.g. Loan to related parties, Inter Corporate Deposits, subscriptions to bond, debenture or preference shares issued by the related parties, corporate guarantee given/received from related parties.
    - f. Any other transaction the Audit Committee may deem not fit for omnibus approval.

## 7. Approval of the Board of Directors of the Company

As per the provisions of Section 188 of the Act, all kinds of transactions specified under the said Section and which are not in the ordinary course of business or not at arm's length basis, are placed before the Board for its approval.

In addition to the above, the following kinds of transactions with related parties are also placed before the Board for its approval:

- Transactions which may be in the ordinary course of business and at arm's length basis, but which are as per the policy determined by the Board from time to time (i.e. value threshold and/or other parameters) require Board approval in addition to Audit Committee approval.
- Transactions in respect of which the Audit Committee is unable to determine whether or not they are in the ordinary course of business and/or at arm's length basis and decides to refer the same to the Board for approval.
- Transactions which are in the ordinary course of business and at arm's length basis, but which in Audit Committee's view requires Board approval.
- Transactions meeting the materiality thresholds and any subsequent Material Modification to a Material Related Party Transaction, which are intended to be placed before the shareholders for approval.

## 8. Approval of the Shareholders of the Company

All the transactions with related parties meeting the materiality thresholds, and any material modifications will be placed before the shareholders for their approval.

- The notice being sent to the shareholders seeking approval for any proposed related party transaction shall, include information as required under the Act and the SEBI Listing Regulations.
- Where a related party transaction has been approved by the Audit Committee and shareholders prior to April 1, 2022, there shall be no requirement to seek fresh approval from the shareholders
- The omnibus shareholders' approval of material related party transactions approved in an annual general meeting shall be valid up to the date of the next annual general meeting for a period not exceeding fifteen months. Further in case of omnibus approval for material related party transactions, obtained from shareholders in general meetings other than annual general meeting, the validity of such omnibus approvals shall not exceed one year.
- All kinds of transactions specified under Section 188 of the Act which (a) are not in the ordinary course of business or not at arm's length basis; and (b) exceed the thresholds laid down in Companies (Meetings of Board and its Powers) Rules, 2014 shall be placed before the shareholders for their approval.
- For this purpose, no related party shall vote to approve the relevant resolution irrespective of whether the entity is a related party to the particular transaction or not.
- Pursuant to Regulation 23(5)(b) of the SEBI Listing Regulations and Section 188(1) of the Act the requirement for seeking shareholders' approval shall not be

applicable, *inter alia*, to:

- a. Transactions entered 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.
- b. Transactions 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.
- c. Above prior approval of the Shareholders shall not be required in cases where the subsidiary is a listed entity and Regulations 23 and 15(2) of the Listing Regulations are applicable to such listed subsidiary.
- d. Also, requirements for shareholders' approval shall not apply in respect of a resolution plan approved under section 31 of the Insolvency Code, subject to the event being disclosed to the stock exchange within one day of the resolution plan being approved.

#### **9. Materiality Thresholds**

1. Regulation 23 of the SEBI Listing Regulations requires the Company to provide materiality thresholds for transactions beyond which prior approval of the shareholders' will be required by way of a resolution.
2. Sandu Pharmaceuticals Limited has fixed its materiality thresholds at the level prescribed under explanation to Regulation 23(1) of the SEBI Listing Regulations as under:
3. In case of transaction involving payments made to a Related Party with respect to brand usage or royalty, if it exceeds five percent (5%) of the annual consolidated turnover of the Company as per its last audited financial statements.
4. In case of any other transaction, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rupees 1,000 crore or ten percent (10%) of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.
5. Further, Regulation 23 of the SEBI Listing Regulations provide that any subsequent material modifications to the terms of such transactions, as defined by the Audit Committee, shall also require shareholders' prior approval will be required by way of a resolution. Material modification shall be construed as one meeting the conditions as provided in this Policy.

#### **10. 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 Committee also examine the facts and circumstances pertaining to the failure of reporting such Related Party Transaction to the Committee under this Policy, and shall take any such action it deems appropriate

In any case, where the Committee determines not to ratify a Related Party Transaction that has been commenced without approval, the 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 Committee has authority to modify or waive any procedural requirements of this Policy.

This Policy will be communicated to all operational employees and other concerned persons of the Company by disclosing the same on the Companies Website.

## **11. DISCLOSURES**

1. The Company shall disclose, in the Board's report, transactions prescribed in Section 188(1) of the Act with related parties, which are not in ordinary course of business or arm's length basis along with the justification for entering into such transaction.
2. In addition to the above, the Company shall also provide details of all related party transactions exceeding the materiality threshold (laid down in Clause 4 of the Policy above) on a quarterly basis to the stock exchanges along with the compliance report on corporate governance pursuant to Listing Regulations.
3. The Company shall submit within the timelines prescribed under Regulation 23(9) of the SEBI Listing Regulations, disclosures of related party transactions on a consolidated basis, in the format specified by SEBI from time to time and publish the same on its website.
4. As prescribed under Regulation 46(2)(g) of the SEBI Listing Regulations, this Policy shall be disclosed on the Company's website viz [www.sandu.in](http://www.sandu.in)

## **12. AMENDMENTS:**

The Audit committee will review the Policy from time to time based on the related party transactions and make suitable modifications, as may be necessary. The Audit Committee shall have the sole powers and take necessary action as and when needed.

\*Amended by Board of Directors on 14<sup>th</sup> February 2023.