

**MCON RASAYAN INDIA LIMITED****Policy on Related Party Transactions***(Updated in line with Regulation 23 of SEBI LODR and best practices)***1. Preamble**

This Policy on Related Party Transactions (“Policy”) is framed in compliance with Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) as amended and the applicable provisions of the Companies Act, 2013. The objective is to regulate transactions of the Company with its Related Parties to ensure transparency and compliance.

2. Objective

The purpose of this Policy is to:

- Define and identify Related Party Transactions (“RPTs”).
- Lay down the approval mechanism and reporting requirements for RPTs.
- Ensure that all RPTs are conducted at arm’s length and in the ordinary course of business.
- Set out the materiality thresholds in line with SEBI Listing Regulations.

3. Definitions

Terms not specifically defined herein shall have the same meaning as defined in the Companies Act, 2013 or SEBI Listing Regulations.

Arm’s Length Transaction: A transaction between related parties as if they were unrelated, ensuring no conflict of interest, as per Section 188.

Related Party: As defined in Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of SEBI Listing Regulations.

Related Party Transaction: As per Section 188(1) of the Companies Act, 2013 and Regulation 2(1)(zc) of the SEBI Listing Regulations.

Material Related Party Transaction: A transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 50 crore or 10% of the annual consolidated turnover as per the last audited financial statements, whichever is lower. Notwithstanding the

Registered Office: 101/A, 1st Floor, Maxheal House, Plot-169, Cts-104 Bangur Nagar, Goregaon West, Near Ayyappa Temple, Mumbai, Maharashtra - 400090

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above, 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 5% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

4. Identification and Review of Related Parties

- The Company Secretary shall, with the support of senior management, shall maintain and periodically update a list of Related Parties based on disclosures received.
- Directors/KMPs must disclose any changes in their relationships impacting RPTs at the first board meeting of the financial year or as and when such change occurs.

5. Approval Mechanism

- **Audit Committee:** All RPTs shall be placed before the Audit Committee for prior approval, with necessary details. The Audit Committee may grant omnibus approvals for RPTs, subject to criteria laid down under Regulation 23(3) of SEBI LODR, including validity up to one financial year and review of details periodically.
- **Board of Directors:** Transactions not in the ordinary course of business or not on an arm's length basis shall be placed before the Board.
- **Shareholders:** Material RPTs shall be placed before shareholders for approval, with abstention by related parties from voting.

6. Aggregation of Transactions:

For determining materiality, transactions with a related party during a financial year shall be aggregated to assess whether the cumulative value crosses the prescribed thresholds.

7. Disclosure and Reporting

- Disclosures of RPTs shall be made in the Board's Report as required under the Companies Act, 2013 and SEBI Listing Regulations.
- The Company shall disclose this Policy on its website and provide a web link in the Annual Report.

8. Effective Date

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CIN NO: L24304MH2016PLC286140

Certified Company : An ISO 9001 : 2015 - An ISO 14001 : 2015 - AN BS OHSAS 45001 : 2018

MCON RASAYAN INDIA LTD.
Trusted Partner In Construction Chemicals



This Policy shall come into effect from the date of approval by the Board and shall stand amended to reflect the SEBI LODR Amendment Regulations notified on March 27, 2025, applicable **from April 1, 2025**.

9. Website Disclosure

This Policy shall be hosted on the website of the Company: <https://mconrasayan.com>

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