

**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”) and 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.

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:

For the purpose of this Policy:

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

Corporate Office: Gala No 6 Bardanwala Estate, Nr Dutt Mandir Bandiwali Hill Road, Jogeshwari West, Mumbai, Maharashtra - 400102

Phone : +91 8976907887 | **Email :** info@mconrasayan.com | **Visit us :** www.mconrasayan.com



CIN NO: L24304MH2016PLC286140

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

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- **Main Board Listed Entities:** A transaction shall be considered material if its value exceeds **₹1,000 crore or ten per cent (10%) of the annual consolidated turnover (ACT)** of the Company as per the last audited financial statements, whichever is lower.
- **Entities listed on SME Exchange (with effect from April 1, 2025):** A transaction shall be considered material if its value exceeds **₹50 crore or ten per cent (10%) of the ACT**, whichever is lower.

Related Party / Related Party Transaction:

Shall have the same meaning as defined under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations.

4. Materiality Thresholds

- **Royalty / Brand Usage Transactions:** Material if the value exceeds **5% of ACT**.
- **Other Transactions (non-royalty/brand usage):**
 - For entities listed on the **Main Board:** material if the value exceeds **₹1,000 crore or 10% of ACT**, whichever is lower.
 - For entities which have listed their specified securities on the **SME Exchange** (w.e.f. April 1, 2025): material if the value exceeds **₹50 crore or 10% of ACT**, whichever is lower.
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5. Identification and Review of Related Parties

- The Company Secretary shall, with the support of senior management, prepare a list of Related Parties.
- 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.

6. Approval Mechanism

- **Audit Committee:** All RPTs shall be placed before the Audit Committee for prior approval, with necessary details.
- **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.

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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

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>.

Took a note in 30th March, 2026 Board Meeting.

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