

# **SQUARE FOUR PROJECTS INDIA LIMITED**

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

### **Introduction**

**SQUARE FOUR PROJECTS INDIA LIMITED** has always been committed to good corporate governance practices, including in matters relating to Related Party Transactions (RPTs). Endeavour is consistently made to have only arm's length transactions with all parties including Related Parties. The Board of Directors of the Company vide its meeting held on February 14, 2022 has already adopted a Policy in this regard and due to changes in the rules and regulations hereby adopts this revised "Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions" in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulations") and Section 188 of the Companies Act, 2013.

This Policy shall become effective from the date of its adoption by the Board.

### **Scope and Purpose of the Policy**

The objectives of this Policy is to regulate transactions between the Company and its Related Parties based on the laws and regulations applicable to the Company in this regard and to ensure proper approval and reporting of transactions between the Company and its Related Parties.

The Board recognizes that certain transactions present a heightened risk of conflicts of interest or the perception thereof. Therefore, the Board has adopted this Policy to ensure that all Related Party Transactions with Related Parties shall be subject to this Policy and approval or ratification in accordance with Applicable Law. This Policy contains the policies and procedures governing the review, determination of materiality, approval and reporting of such Related Party Transactions.

### **Clarifications, Amendments and Updates**

This Policy shall be implemented as per the provisions of the applicable law. Any amendments in the applicable law, including any clarification/ circulars of relevant regulator, shall be read into this Policy such that the Policy shall automatically reflect the contemporaneous applicable law at the time of its implementation.

Likewise, reference in this Policy to accounting standards shall be deemed to refer to the contemporaneous accounting standards as applicable to the Company at the relevant time.

All words and expressions used herein, unless defined herein, shall have the same meaning as respectively assigned to them, in the applicable law under reference, that is to say, the

Companies Act, 2013 and Rules framed there under, or Listing Regulations, as amended, from time to time.

## **Definitions**

4.1 “Act” means the Companies Act, 2013, together with the Rules notified there under including any statutory modifications or re-enactments thereof for the time being in force (hereunder referred to as “Act”).

4.2 “Accounting Standards” means the standards of accounting or any addendum thereto for companies or class of companies referred to in Section 133 of the Act.

4.3 “Associate Company” in relation to another company, means a company in which that other company has a significant influence, but which is not a subsidiary company of the Company having such influence and includes a joint venture company. It shall also include an entity which is an associate as per the applicable accounting standards.

4.4 “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.

4.5 “Audit Committee” means the Committee of the Board of Directors of the Company constituted under the applicable laws.

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

4.7 “Body Corporate” means an entity as defined in Section 2(11) of the Act.

4.8 “Company” means **"SQUARE FOUR PROJECTS INDIA LIMITED"**.

4.9 “Control” shall have the same meaning as defined in SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and the Act.

4.10 “Director” means any director of the Company appointed as per the provisions of Act.

4.11 “Employees” shall mean the employees and office-bearers of the Company, including but not limited to whole time Directors.

4.12 “Joint Venture” means a contractual arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement.

4.13 “Key Managerial Personnel” shall mean the officers of the Company as defined in Section 2(51) of the Act and rules prescribed there under.

4.14 “Listing Regulations” means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any subsequent amendments thereof.

4.15 "Material Modifications" in relation to any existing RPT means 20% (Twenty per cent) or more variation in the threshold limits of approved RPT in terms of value, quantity, interest or otherwise.

4.16 “Material Related Party Transactions” means transaction(s) with a related party, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

Notwithstanding the 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 five percent of the annual consolidated turnover of the Company as per its last audited financial statements.

4.17 “Ordinary course of business” means all such acts and transactions undertaken by the Company, including, but not limited to sale or purchase of goods, property or services, leases, transfers, providing/ giving of guarantees or collaterals or loans or any other financial assistance, in the normal routine in managing trade or business as and is not a standalone transaction.

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

1. where such office or place is held by a director, if the director holding it receives from the company anything by way of remuneration over and above the remuneration to which he is entitled as director, by way of salary, fee, commission, perquisites, any rent-free accommodation, or otherwise;
2. 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 holding it receives from the company anything by way of remuneration, salary, fee, commission, perquisites, any rent-free accommodation, or otherwise.”

4.19 “Policy” means this Policy on Related Party Transactions.

4.20 “Relative” shall have the same meaning as assigned to it under Section 2(77) of the Act and the Rules made thereunder and the Listing Regulations.

4.21 “Related Party (“RP”)” means “Related Party” as defined under Listing Regulations and/or under the applicable Accounting Standards, as amended from time to time.

4.22 “Related Party Transaction” (“RPT”) means “Related Party Transaction” as defined under Listing Regulations and shall include such transactions as specified under Section 188 of the Act or Rules made thereunder, including any amendment or modification thereof.

4.23 “Subsidiary” means a company as defined in Section 2(87) of the Act.

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

All terms not defined herein above shall take their meaning from the Applicable Laws.

## **Exceptions to Related Party Transactions**

5.1 Notwithstanding anything contained in the foregoing, the following shall not be deemed as Related Party Transactions for the purpose of this Policy:

1. Any transaction that involves providing of compensation to a Director or Key Managerial Personnel, in accordance with the provisions of Companies Act, 2013, in connection with his or her duties to the Company or any of its subsidiary companies or associate companies, including the reimbursement of reasonable business and/or travel expenses incurred in the ordinary course of business.
2. Reimbursement of expenses incurred by a Related Party for business purpose of the Company.
3. Reimbursement of pre-incorporation expenses incurred by a Related Party as approved by the Board of Directors of the Company.
4. 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.
5. Any other exception which is consistent with the Applicable Laws, including any rules or regulations made thereunder, and does not require approval in advance of the Audit Committee.
6. The issue of specified securities on a preferential basis, subject to compliance of the requirements under the Listing Regulations.
7. The following corporate actions by the listed entity which are uniformly applicable/offered to all shareholders in proportion to their shareholding:
  1. payment of dividend;
  2. subdivision or consolidation of securities;
  3. issuance of securities by way of a rights issue or a bonus issue; and
  4. buy-back of securities.

5.2 Any transaction with a Related Party can be undertaken only if it is in compliance with the law.

## **Approval of Related Party Transactions**

All related party transactions proposed to be entered by the Company will be entered subject to the approvals as required under Section 188 of the Act and in compliance with Rule 15 of

the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Listing Regulations.

#### **a. Audit Committee Approval**

All Related Party Transactions and subsequent material modifications shall require prior approval of the Audit Committee of the Company whether at a Meeting of the Audit Committee or by Resolution by Circulation.

In the audit committee meeting, only those members of the audit committee, who are independent directors, shall approve related party transactions.

A related party transaction to which the subsidiary of the Company is a party but the Company is not a party, shall require prior approval of the audit committee of the Company 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 Company.

Further, , a related party transaction to which the subsidiary of the Company is a party but the Company is not a party, shall require prior approval of the audit committee of the Company 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;

However, prior approval of the audit committee of the Company shall not be required for a related party transaction to which the listed subsidiary is a party but the Company is not a party, if regulation 23 and sub-regulation (2) of regulation 15 of Listing Regulations are applicable to such listed subsidiary.

Furthermore, for related party transactions of unlisted subsidiaries of the listed subsidiary as referred above, the prior approval of the audit committee of the listed subsidiary shall suffice.

Similarly, remuneration and sitting fees paid by the listed entity or its subsidiary to its director, key managerial personnel or senior management, except who is part of promoter or promoter group, shall not require approval of the audit committee provided that the same is not material in terms of the limit of materiality as stated above.

The Audit Committee may grant omnibus approval for Related Party Transactions proposed to be entered into by the company or its subsidiary with full particulars as stipulated in the Act and/or the Listing Regulations. Further, If the need for Related Party Transaction cannot be foreseen and aforesaid details are not available, Audit Committee may grant omnibus approval for such transactions subject to their value not exceeding Rs.1 crore per transaction. The omnibus approval shall mention important relevant information such as names of related parties, nature and period of transaction, maximum amount of transactions that can be entered into and indicative base price or current contracted price along with formula for variation in the price and such other conditions as the Audit committee may deem fit.

The members of the audit committee, who are independent directors, may ratify related party transactions within three months from the date of the transaction or in the immediate next meeting of the audit committee, whichever is earlier, subject to the following conditions:

- (i) the value of the ratified transaction(s) with a related party, whether entered into individually or taken together, during a financial year shall not exceed rupees one crore;
- (ii) the transaction is not material in terms of the provisions of the Listing Regulations;
- (iii) rationale for inability to seek prior approval for the transaction shall be placed before the audit committee at the time of seeking ratification;
- (iv) the details of ratification shall be disclosed along with the disclosures of related party transactions in terms of the provisions of the Listing Regulations;
- (v) any other condition as specified by the audit committee

Provided that failure to seek ratification of the audit committee shall render the transaction voidable at the option of the audit committee and if the transaction is with a related party to any director, or is authorised by any other director, the director(s) concerned shall indemnify the listed entity against any loss incurred by it.

Company shall provide the following information along with requisite declarations, certificates, as applicable and required, for review of the audit committee for approval of a proposed RPT:

- (i) name, country of incorporation and nature of business of the related party;
- (ii) relationship between the listed entity/subsidiary and the related party and ownership of the related party;
- (iii) financial performance of the related party;
- (iv) details of previous transactions with the related party;
- (v) amount of the proposed transactions;
- (vi) additional disclosures as specified by the ISF or SEBI from time to time if the transaction relates to any loans, inter-corporate deposits, advances or investments, guarantee (excluding performance guarantee), surety, indemnity or comfort letter, by whatever name called made or given by the Company or its subsidiary; borrowings by the company or its subsidiary, Sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity, or disposal of shares of subsidiary or associate; Sale, purchase or supply of goods or services or any other similar business transaction; and payment of royalty.

## **b. Approval of Board of Directors**

All the Related Party Transactions with respect to certain transactions as mentioned vide Section 188 of the Companies Act, 2013 shall be approved by the Board of Directors of the Company, unless:

1. transactions entered into by the company are in its ordinary course of business; and
2. transactions are at an arm's length basis.

Any member of the Board having potential interest in any RPT shall recuse himself and abstain from discussing and voting on the approval of Related Party Transaction.c. Approval of Shareholders

All transactions with Related Parties exceeding the materiality thresholds, as stated below, shall require prior approval of the Shareholders:

1. All material related party transactions and subsequent material modifications thereto;
2. A transaction involving payments made with respect to brand usage or royalty, if the transaction/transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed 5% (Five percent) of the annual consolidated turnover of the Company as per the last audited financial statements of the Company;
3. All transactions specified under Section 188 of the Companies Act, 2013 which are not at arm's length or not in the ordinary course of business and exceed the thresholds laid down in Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time.

Further, in any case, all material related party transactions and subsequent material modifications therewith shall require prior approval of the shareholders through resolution and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not:

However, prior approval of the shareholders of the Company shall not be required for a related party transaction to which the listed subsidiary is a party but the Company is not a party, if regulation 23 and sub-regulation (2) of regulation 15 of the Listing Regulations are applicable to such listed subsidiary and for such related party transactions of unlisted subsidiaries of a listed subsidiary as referred above, the prior approval of the shareholders of the listed subsidiary shall suffice.

Further, this requirement 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 recognized stock exchanges within one day of the resolution plan being approved.

Furthermore, transactions which are in the nature of payment of statutory dues, statutory fees or statutory charges entered into between the Company on one hand and the Central Government or any State Government or any combination thereof on the other hand; shall also not require approval of the Audit Committee.

### **Related Party Contracts Entered Without Proper Approval of Board/Shareholders**

Where any contract or arrangement is entered into by a Director or any other employee of the Company, without obtaining the consent of the Board or approval by a Resolution in the General Meeting and if it is not ratified by the Board or, as the case may be, by the shareholders at the Meeting within 3(three) months from the date from which such contract or arrangement was entered into, such contract or arrangement shall be voidable at the option of the Board or, as the case may be, of the shareholders and if the contract or arrangement is with the related party to any Director or is authorised by any Director, the Director(s) concerned shall indemnify the Company against any loss incurred by it.

### **Review & Monitoring of Related Party Transactions**

The Audit Committee shall review on a quarterly basis, the details of Related Party Transactions entered into by the Company or its subsidiary 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.

The Company may frame any internal procedural Policy Statement for identification, approval and monitor its Related Parties and transactions with them for the management.

### **Disclosures**

Related Party Transactions shall be disclosed in the Annual Report, Website, to the stock exchanges or elsewhere in the manner and mode as and when prescribed and stipulated under various provisions of the Act or the Listing Regulations or any other enactments, rules or regulations.

### **Miscellaneous**

The right to interpret/amend/modify this Policy vests in the Board of Directors of the Company as may be recommended by the Audit Committee. This Policy will be communicated to all Directors, KMPs, operational employees and other concerned persons of the Company. The Policy will also be hosted on the website of the Company. The policy shall be reviewed by the Board of Directors at least once every three years and updated accordingly.



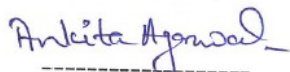
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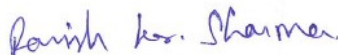
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