

 <p>MANGALAM CEMENT LTD.</p>	<p>MANGALAM CEMENT LTD. CIN: L26943RJ1976PLC001705 Regd. Office: P.O. Aditya Nagar - 326520, Morak, Distt. Kota (Raj.) Phone: 07459-233127, Fax No.: 07459-232036 E-mail: shares@mangalamcement.com Website: www.mangalamcement.com</p>	 <p>Concrete Ka Sachcha Saathi</p>
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RELATED PARTY TRANSACTION POLICY

1. Preamble

The Company is committed to upholding the highest ethical and legal conduct in fulfilling its responsibilities and recognize that related party transactions can present a risk of actual or apparent conflicts of interest of the Directors, Senior Management etc. with the interest of the Company.

The Board of Directors of the Company, has adopted this policy and procedures for dealing with Related Party Transactions, in accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (the 'Listing Regulations') and Section 177 of the Companies Act, 2013 (the 'Act') read with Rules made there under, as amended from time to time.

2. Objective

This policy aims to determine the materiality of Related Party Transactions ('RPTs') and to deal with RPTs of Mangalam Cement Limited (the 'Company'). Further, this policy is also intended to ensure proper approval and reporting of transactions as applicable, between the Company and any of its related parties, in the best interest of the Company and its Stakeholders.

Provisions of this policy are designed to govern the transparency of approval process and disclosures requirements to ensure fairness in the conduct of related party transactions, in terms of the applicable laws. This Policy shall supplement the Company's other policies in force that may be applicable to or involve transactions with related persons. Further, the Board may amend this policy from time to time as may be required.

3. Applicability

This Policy has been formulated in accordance with the current guidelines laid down by Securities Exchange Board of India in terms of Regulation 23 and shall be applicable to the Related Parties, as defined hereinafter.

4. Definitions

- (a) "**Board**" means the Board of Directors of the Company.
- (b) "**Officer**" includes any Director, Manager or Key Managerial personnel or any person in accordance with whose directors or instructions the Board of Directors of any one or more of the Directors is or are accustomed to act.
- (c) "**Key Managerial Personnel**" includes
 - (i) the Chief Executive Officer or the Managing Director or the Manager;

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- (ii) the Company Secretary;
 - (iii) the Whole-time Director;
 - (iv) the Chief Financial Officer.
 - (v) such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board; and
 - (vi) such other officer as may be prescribed.
- (d) **“Related Party”** means and includes any person or entity who/which is a related party under Section 2(76) of the Companies Act, 2013 or Listing Regulations.
- (e) **“Related Party Transactions”** means a transaction involving a transfer of resources, services or obligations between:

- (i) a Company or any of its subsidiaries on one hand and a related party of the Company or any of its subsidiaries on the other hand; or
- (ii) Company or any of its subsidiaries on one hand, and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the listed entity or any of its subsidiaries, with effect from April 1, 2023;

regardless of whether a price is charged and a “transaction” with a related party shall be construed to include a single transaction or a group of transactions in a contract:

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 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 the same along with the disclosure of related party transactions every six months to the stock exchange(s), in the format as specified by the Board:
- (d) acceptance of current account deposits and saving account deposits by banks in compliance with the directions issued by the Reserve Bank of India or any other central bank in the relevant jurisdiction from time to time:

Explanation: For the purpose of clauses (c) and (d) above, acceptance of deposits includes payment of interest thereon.

- (e) retail purchases from any listed entity or its subsidiary by the directors or key managerial personnel of the listed entity or its subsidiary, and relatives of such

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directors or key managerial personnel, without establishing a business relationship and at the terms which are uniformly applicable/offered to all employees, directors, key managerial personnel and relatives of directors or key managerial personnel: 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);

- (f) **“Material Modifications”**: In relation to a Related Party Transaction approved by the Audit Committee or a material related party transaction approved by the Shareholders, as the case may be, material modifications means any variation having an impact on the monetary limits already approved by the Audit Committee or Shareholders, as the case may be, exceeding 20% of transactions, in each case, over and above the approved limits.

Provided further that the following shall not be considered as material modification(s):-

- (a) modifications which may be mandated pursuant to any change in law or constitution of parties
 - (b) modifications pursuant to and in accordance with the terms of the approved transaction/contract, whether with or without mutual consent of parties, as the case may be.
 - (c) Modifications which are purely technical and do not result in substantive change or alteration of rights, interest and obligations of any of the parties
 - (d) Modifications uniformly affected for similar transactions with unrelated parties.
- (g) **“Relative”** with reference to any person, means anyone who is related to another, if -
- (1) they are members of a Hindu Undivided Family
 - (2) they are husband and wife
 - (3) Father: Provided that term “Father” includes step-father
 - (4) Mother: Provided that the term “Mother” includes step-mother
 - (5) Son: Provided that the term “Son” includes step-son
 - (6) Daughter
 - (7) Daughter’s husband
 - (8) Brother: Provided that the term “Brother” includes step-brother
 - (9) Sister: Provided that the term “Sister” includes step-sister
- (h) **“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.
- (i) **“Associate Company”** “associate” shall mean any entity which is an associate under sub-section (6) of section 2 of the Companies Act, 2013 or under the applicable accounting standards:

Provided that this definition shall not be applicable for the units issued by mutual fund which are listed on a recognised stock exchange(s) for which the provisions of the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996 shall be applicable.

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- (j) **“Control”** includes 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 shareholder’s agreements or voting agreements or any other manner:

Provided that a director or officer of the company shall not be considered to be in control over such company, merely by virtue of holding such position;

- (k) **“Material Related Party Transaction(s)”**:-

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 the following:-

Consolidated Turnover of Listed Entity Threshold	Threshold
(I) Up to ₹20,000 Crore	10% of the annual consolidated turnover of the listed entity
(II) More than ₹20,000 Crore to upto ₹40,000 Crore	₹2,000 Crore + 5% of the annual consolidated turnover of the listed entity above ₹20,000 Crore
(III) More than ₹40,000 Crore	₹3,000 Crore + 2.5% of the annual consolidated turnover of the listed entity above ₹40,000 Crore or ₹5000 Crores, whichever is lower.

Explanation: For the purpose of computing the thresholds stated above, the annual consolidated turnover of the listed entity shall be determined based on the last audited financial statements of the listed entity.

“Words and expressions used but not defined in this Policy shall have the same meaning as respectively assigned to them, in the Companies Act, 2013 and Rules framed thereunder and Listing Regulations, as amended, from time to time.”

5. Review Mechanism/Approval/Ratification

- 5.1 All related party transactions and subsequent material modifications shall require prior approval of the audit committee of the Company:

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

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Provided further that:

- a) the audit committee of Company shall define “material modifications” and disclose it as part of the policy on materiality of related party transactions and on dealing with related party transactions;
- b) a related party transaction above rupees one crore, whether entered into individually or taken together with previous transactions during a financial year, 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, exceeds the lower of the following:-
 - (i) ten percent of the annual standalone turnover of the subsidiary as per the last audited financial statements of the subsidiary; or
 - (ii) the threshold for material related party transactions of listed entity as specified in Schedule XII of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- c) In the event of a related party transaction above rupees one crore, whether entered into individually or taken together with previous transactions during a financial year, to which the subsidiary of a listed entity is a party but the listed entity is not a party and such subsidiary does not have audited financial statements for a period of at least one year, prior approval of the audit committee of the listed entity shall be obtained if the value of such transaction exceeds the lower of the following:-
 - (i) ten percent of the aggregate value of paid-up share capital and securities premium account of the subsidiary; or
 - (ii) the threshold for material related party transactions of listed entity as specified in Schedule XII of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- d) 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 these regulations are applicable to such listed subsidiary.

All Related Party Transactions, except which are in Ordinary Course of Business and on arm’s length and all Specific Transactions shall be approved by the Audit Committee and/or Board of Directors at a meeting or through a Resolution passed by Circulation in the case of urgent requirements, in the interest of the Company subject to ratification at their next following Board Meeting.

- 5.2 The Committee shall grant omnibus approval for Related Party Transactions (“RPTs) proposed to be entered into by the Company, subject to the following conditions:

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- (i) The proposed RPTs are repetitive in nature and the Committee is satisfied that such omnibus approval is in the interest of the Company;
- (ii) Omnibus approval shall be granted for RPTs on the basis of the following criteria:
- a) omnibus approval for transactions with Related Parties:
 - b) The maximum value per transaction shall not exceed Rs. Ten crore per transaction.
 - c) The maximum value of all transactions in aggregate shall not exceed Rs 25 Crore per annum
- (iii) Following disclosures shall be made while granting omnibus approval:
- a) Name of the related party
 - b) Nature and duration of the transaction
 - c) Maximum amount of transactions that can be entered into
 - d) The indicative base price or current contracted price and the formula for variation in the price, if any; and
 - e) Any other information relevant or important for the Audit Committee to take a decision on the proposed transaction.

Provided that where the need for related party transaction cannot be foreseen and aforesaid details are not available, audit committee may make omnibus approval for such transactions subject to their value not exceeding rupees one crore per transaction. Further, the omnibus approval cannot be made for transactions in respect of selling or disposing of the undertaking of the company.

6. Prior Board or Shareholders Approval for certain Related Party Transactions

- 6.1 All material related party transactions and subsequent material modifications as defined by the audit committee 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.
- 6.2 All RPTs as defined under sub-section 1 of Section 188 of the Companies Act, 2013 which are either not in the ordinary course of business or are not at arm's length basis, shall require prior approval of:
 - a. Board; and
 - b. Shareholders, if amount of such transactions exceeds the limits prescribed in Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014.
- 6.3 The omnibus approval granted by the shareholders for material related party transactions in an annual general meeting shall be valid till the date of the next annual general meeting held within the timelines prescribed under Section 96 of the Companies Act, 2013 or rules, notifications, or circulars issued thereunder from time to time.
- 6.4 In case of omnibus approvals for material related party transactions, granted by shareholders in general meetings other than annual general meeting, the validity of such omnibus approvals shall not exceed one year from the date of such approval.

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7. Related Party Transactions not previously approved

- 7.1 In case of transaction, other than transactions referred to in section 188, and where Audit Committee does not approve the transaction, it shall make its recommendations to the Board:

Provided also that in case any transaction involving any amount not exceeding one crore rupees is entered into by a director or officer of the company without obtaining the approval of the Audit Committee and it is not ratified by the Audit Committee within three months from the date of the transaction, such transaction shall be voidable at the option of the Audit Committee and if the transaction is with the related party to any director or is authorised by any other director, the director concerned shall indemnify the company against any loss incurred by it.

- 7.2 Where any contract or arrangement is entered into by a director or any other employee, without obtaining the consent of the Board or approval by a resolution in the general meeting under sub-section (1) of Section 188 of the Companies Act, 2013 and if it is not ratified by the Board or, as the case may be, by the shareholders at a meeting within three months from the date on 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 a related party to any director, or is authorised by any other director, the directors concerned shall indemnify the company against any loss incurred by it.
- 7.3 The Company may proceed against a director or any other employee who had entered into such contract or arrangement in contravention of this Policy for recovery of any loss sustained by it as a result of such contract or arrangement and shall take any such action, it deems appropriate.

8. Disclosure

- 8.1 Particulars of RPTs shall be disclosed in such manner as may be prescribed under the Listing Regulations and/or the Act (including rules made thereunder), from time to time.
- 8.2 This Policy shall be disclosed on the Company's website <http://www.mangalamcement.com>.
- 8.3 Nothing in this Policy shall override any provisions of Applicable Laws made in respect of any matter stated in this Policy. This Policy may be amended, modified or supplemented from time to time to ensure compliance with any modification, amendment or supplementation to the Listing Regulations or as may be otherwise prescribed by the Audit Committee/ Board from time to time. The Policy shall be reviewed by the Board of Directors at least once every three years. In case, pursuant to any amendment, the terms of this Policy become inconsistent with the provisions, the same will be deemed to reflect the amended provisions till the changes are carried out as mentioned above.

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