

S. P. APPARELS LIMITED

Policy on Related Party Transactions

Related Party Transaction Policy

1. Preamble

The Board of Directors (the “Board”) of M/s.S.P.Apparels Limited (the “Company”), acting upon the recommendation of its Directors and Audit Committee (the “Committee”), has adopted the following policy and procedures with regard to Related Party Transactions as defined below. The committee will review and may amend this policy from time to time.

2. Objective

The Company has formulated this policy to determine the materiality of related party transactions and to lay down the procedure in dealing with the related party transactions. This policy is to regulate the transactions between the Company and its Related Parties as per the laws and regulations applicable to the Company.

3. Definitions

- a. “**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.
- b. “**Audit Committee**” means “Audit Committee” constituted by the Board of Directors of the Company, from time to time, under the provisions of the Listing regulations and the Companies Act, 2013.
- c. “**Board of Directors**” or “**Board**”, in relation to a company, means the collective body of the directors of the company;
- d. “**Control**” shall include 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 shareholders agreements or voting agreements or in any other manner;
- e. “**Director**” means a director appointed to the Board of a company;
- f. “**Key Managerial Personnel**”, in relation to a company, means -
 - i The Chief Executive Officer or the managing director or the manager;
 - ii The company secretary;
 - iii The whole-time director;
 - iv The Chief Financial Officer; and
 - v Such other officer as may be prescribed;
- g. “**Listing Regulations**” means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any subsequent amendments thereof.
- h. “**Material Related party Transaction under Listing regulations**” means;
 - i. the transaction / transactions with a related party, to be entered into individually or taken together with previous transactions during the financial year, exceeds the threshold specified in Schedule XII of the Listing Regulations. or
 - ii. the 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 the last audited financial statements of the Company.
- i. “**Material Related party Transaction under Companies Act**” means the transaction / transactions with the related party, to be entered into individually or taken together with previous transactions during the financial year, -

- A. As contracts or arrangements with respect to clauses (a) to (e) of sub-section (1) of section 188 of the Companies Act 2013, falling under one or more of the criteria mentioned below:
- a) Sale, purchase or supply of any goods or materials, directly or through appointment of agent amounting to ten per cent or more of the turnover of the Company or Rupees One Hundred Crores, whichever is lower, as mentioned in clause (a) and clause (e) respectively of sub-section (1) of section 188;
 - b) Selling or otherwise disposing of or buying property of any kind, directly or through appointment of agent, amounting to ten per cent or more of net worth of the Company or Rupees One Hundred Crores, whichever is lower, as mentioned in clause (b) and clause (e) respectively of sub-section (1) of section 188;
 - c) Leasing of property of any kind amounting to ten per cent or more of the net worth of the Company or ten percent or more of turnover of the Company or Rupees One Hundred Crores, whichever is lower, as mentioned in clause (c) of sub-section (1) of section 188;
 - d) Availing or rendering of any services, directly or through appointment of agent, amounting to ten per cent or more of the turnover of the Company or Rupees Fifty Crores, whichever is lower, as mentioned in clause (d) and clause (e) respectively of subsection (1) of section 188:
- B. Is for appointment to any office or place of profit in the Company, its subsidiary Company or associate Company at a monthly remuneration exceeding Rupees Two and Half Lakhs as mentioned in clause (f) of sub-section (1) of section 188: or
- C. Is for remuneration for underwriting the subscription of any securities or derivatives thereof, of the Company exceeding one per cent, of the net worth as mentioned in clause (g) of sub section (1) of section 188.

The Turnover or Net Worth referred in the above definition shall be computed on the basis of the Audited Financial Statement of the preceding financial year.

- i. **“Material Modification”** shall mean any change to the existing limits by 100% or more.
- j. **“Related Party Transaction under SEBI (LODR) Regulation”** means a transaction involving a transfer of resources, services or obligations between:
 - i. a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand; or
 - ii. A listed entity 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. 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 by the listed entity 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 transaction 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 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:
- k. **“Related party”**, with reference to a company, means -
- i. A director or his relative;
 - ii. A key managerial personnel or his relative;
 - iii. A firm, in which a director, manager or his relative is a partner;
 - iv. A private company in which a director or manager or his relative is a member or director;
 - v. 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;
 - vi. 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;
 - vii. Any person on 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;
 - viii. Any company which is - i. a holding, subsidiary or an associate company of such company; or ii. a subsidiary of a holding company to which it is also a subsidiary; or iii. an investing company or the venturer of the company;
(Explanation: “Investing company or the venturer of a company” means a body corporate whose investment in the company would result in the company becoming an associate company of the body corporate.
 - ix. Any person or entity belonging to the promoter or promoter group of the listed entity or any person holding 20% or more; or 10% or more w.e.f April 1, 2023 of shareholding in the listed entity shall be deemed to be a related party;
 - x. Such other person as may be prescribed;
- l. **“Relative”**, with reference to any person, means any one who is related to another, if
- a) they are members of a Hindu Undivided Family;
 - b) they are husband and wife; or
 - c) one person is related to the other in such manner as may be prescribed;
- m. **“Policy”** means this Related Party Transactions Policy.

4. Policy

4.1 Identification Of Potential Related Party Transactions

Each director and Key Managerial Personnel (KMP) is responsible for providing notice to the Board or the Audit Committee of the list of related parties as covered under Section 2(76) of the Companies Act, 2013 as well as under the applicable Accounting Standards. This list of

related parties shall be updated on an annual basis and further changes informed as soon as possible.

Each director as well as KMP shall inform in advance to the Company of any potential Related Party Transaction involving him or her or his or her Relative, including any additional information about the transaction that the Board/Audit Committee may reasonably request. Board/Audit Committee will determine whether the transaction does, in fact, constitute a Related Party Transaction requiring compliance with this Policy.

4.2 Approval

Overall framework of Approval for Related Party Transactions

Level 1 - Audit committee Approval

All Related Party Transactions and subsequent material modification shall be referred to Audit Committee for prior approval.

Member of Audit committee who are Independent Directors shall approve related party transactions.

The audit committee of a listed entity 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

Omnibus Approval

The Audit Committee shall take into account following considerations while granting omnibus approval for RPTs, of repetitive nature:

- Criteria specified by the Audit Committee under Rule 6A of the Companies (Meetings of Board & Its Powers) Rules, 2014 and Regulation 23 of SEBI (LODR) Regulations, 2015 (as amended) after approval of the Board;
- Nature of relationship with the related party;
- Nature, material terms and conditions, monetary values and particulars of the contract or arrangement;
- Maximum value of transactions, in aggregate, which can be allowed under the omnibus route in a year;
- Maximum value per transaction which can be allowed;
- Method and manner of determining the pricing and other commercial terms;
- Justification for need of omnibus approval;
- Whether the transaction is at arm’s length and in ordinary course of business; and
- Any other information relevant or important to take a decision on the proposed transaction.

The Audit Committee shall grant such omnibus approval every financial year for the related party transactions. Further, the Committee may also grant omnibus approval for the related party transactions of unforeseen nature not exceeding Rupees One Crore.

The Audit Committee shall review on a quarterly basis the details of related party transactions entered into by the Company pursuant to omnibus approval.

Threshold Limits

Pursuant to the amended Regulation 23 of Listing Regulations, the threshold limits for entering into Transactions with a related party for each financial year is as mentioned hereunder:

Sl. No.	Criteria	Threshold Limit
1.	Maximum value of transaction, in aggregate, for a related party, which can be allowed under the omnibus route in a year	Aggregate value shall not exceed the Material Related Party Transactions specified under in the policy.
2.	Maximum value of transaction involving payments, in aggregate, made to a related party with respect to brand usage or royalty	Aggregate value shall not exceed five percent of the annual consolidated turnover as per the last audited financial statements of the Company.
3.	Required Audit Committee approval of listed entity in which the subsidiary of the listed entity exceeds the following limits in which company is not a party	Related Party transaction exceeds one Crore Rupees whether entered into individually or taken together with previous transaction during the financial year AND value of such transaction, exceeds the lower of the following: 10% of the annual Standalone turnover as per the last audited financial statement of the Subsidiary Company or the threshold for material related party transactions of listed entity.
4.	Required Audit Committee approval of listed entity in which the subsidiary of the listed entity exceeds the following limits in which company is not a party and such subsidiary does not have audited financial statements for a period of at least one year	Related Party transaction exceeds one Crore Rupees whether individually or taken together with previous transactions during a financial year And value of such transaction exceeds the lower of the following: 10% of the aggregate value of paid up Share capital and Securities Premium account of the Subsidiary or the threshold for material related party transactions of listed entity.
5.	Remuneration and sitting fees paid by the listed entity or its subsidiary to its directors or Key Managerial Personnel or senior management except who is part of promoter or promoter group	Aggregate value shall exceed the Material Related Party Transactions specified under in the policy.

- Transactions which exceeds the threshold limits as mentioned in point 1 and point 2 of the above table shall require the approval of the Shareholders.

Ratification by the Audit Committee

Members of the Committee who are independent Directors may ratify Related party transactions within 3 months from the date of the transaction or immediate next meeting of the committee whichever is earlier, subject to following conditions:

- Value of ratified transactions with a related party individually or taken together during the financial year shall not exceed rupees one crores.
- Transaction is not material in terms of the Provisions of Sub Regulation (1)
- Rationale for inability to seek prior approval for the transaction
- Details of ratification shall be disclosed along with related party transactions.

Level 2 - Board Approval

All All related party transactions falling under the purview of Sections 184 or 188 of the Act shall require the prior approval of the Board of Directors of the Company.

Provided that where any related party transaction falling under the purview of Section 188 of the Act is entered into by a director or any other employee of the Company, without obtaining the consent of the Board and if it is not ratified by the Board within three months from the date on which such related party transaction was entered into, such related party transaction shall be voidable at the option of the Board.

Provided further that where any director is interested in any related party transaction, such director shall disclose the nature of his concern or interest and shall not be present at the meeting during discussions on the subject matter of the resolution.

Level 3 - Shareholder's Approval

- i. All Material Related Party Transactions and subsequent material modifications under the listing regulations shall require prior approval of the shareholders through a resolution and no related party shall vote to approve such transactions. However such approval is not required for transactions entered into between a holding company and its wholly owned subsidiary whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval.
- ii. The omnibus approval granted by the shareholders for Material Related Party Transactions in an AGM shall be valid till the date of the next AGM held and if that approval is granted by shareholders in general meetings other than AGM, validity of such omnibus approvals shall not exceed one year from the date of such approval.
- iii. All Material Related Party Transaction, with the related parties which are not in the Ordinary Course of Business and at Arms' Length Basis shall also require the approval of the shareholders through a resolution and no related party shall vote to approve such transactions.

The following Related Party Transactions shall not require approval of Audit Committee or Board or Shareholders:

- i. Any transaction that involves the providing of compensation to a director or Key Managerial Personnel in connection with his or her duties to the Company or any of its subsidiaries or associates, including the reimbursement of reasonable business and travel expenses incurred in the ordinary course of business.
- ii. 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.

4.3 Procedures For Review And Approval Of Related Party Transactions

- i. To review a Related Party Transaction, the Committee will be provided with all relevant material information of the Related Party Transaction, including the terms of the transaction, the business purpose of the transaction, the benefits to the Company and to the Related Party, and any other relevant matters.
- ii. If the Committee determines a transaction as a Related Party Transaction then it is taken to the Board, then the Board shall consider and approve the Related Party Transaction at a meeting and the considerations set forth above shall apply to the Board's review and approval of the matter, with such modification as may be necessary or appropriate under the circumstances.
- iii. If prior approval of the Audit Committee / Board / general meeting for entering into a Related Party Transaction is not feasible, then the Related Party Transaction shall be ratified by the Audit Committee and the Board / general meeting, if required, within 3 months of entering in the Related Party Transaction.

- iv. No director or Key Managerial Personnel shall participate in any discussion or approval of a Related Party Transaction for which he or she is a Related Party, except that the director / Key Managerial Personnel shall provide all material information concerning the Related Party Transaction to the Audit Committee/ Board.
- v. The Audit Committee, shall review atleast on a quarterly basis, the details of RTPs entered into by the Company.

4.4 Identification of Potential Related Party Transactions

- i. Each director/Key Managerial Personnel is responsible for providing written notice to the Compliance Officer of any potential Related Party Transaction involving him or her or his or her relatives, including any additional information about the transaction that the Compliance Officer may reasonably request. The Compliance Officer in consultation with other members of management and with the Audit Committee, as appropriate, will determine whether the transaction does, in fact, constitute a Related Party Transaction requiring compliance with this Policy.
- ii. Every director/ Key Managerial Personnel of the Company who is in any way, whether directly or indirectly, concerned or interested in a contract or arrangement or proposed contract or arrangement entered into or to be entered into shall disclose the nature of his concern or interest at the meeting of the Board in which the contract or arrangement is discussed and shall not participate in or exercise influence over any such meeting.
- iii. Where any director/ Key Managerial Personnel, who is not so concerned or interested at the time of entering into such contract or arrangement, he shall, if he becomes concerned or interested after the contract or arrangement is entered into, disclose his concern or interest forthwith when he becomes concerned or interested or at the first meeting of Board held after he becomes so concerned or interested.
- iv. A contract or arrangement entered into by the company without disclosure or with participation by a Director / Key Managerial Personnel who is concerned or interested in any way, directly or indirectly, in the contract or arrangement, shall be voidable at the option of the Company.
- v. The Company strongly prefers to receive such notice of any potential Related Party Transaction well in advance so that the Compliance Officer has adequate time to obtain and review information about the proposed transaction and other matter incidental thereto and to refer it to the appropriate approval authority. Ratification of a Related Party Transaction after its commencement or even its completion may be appropriate in some circumstances.

4.5 Related Party Transactions When Not Approved Under This Policy

In the event the Company becomes aware of a 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 Audit Committee shall also examine the facts and circumstances pertaining to the failure of reporting such Related Party Transaction to the Audit Committee under this Policy and shall take any such action it deems appropriate.

Where the Audit Committee determines not to ratify a Related Party Transaction that has been commenced without approval, the Audit 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 Audit Committee has authority to modify or waive any procedural requirements of this Policy subject to the compliance of statutory requirements.

The Audit Committee shall place its recommendations in this regard to the Board for its approval.

Where any contract or arrangement is entered into by a director or KMP, without obtaining the approval of the Audit Committee or Board as required above and if it is not ratified by the Board within three months from the date on which such contract or arrangement was entered, shall be dealt as per Section 188 of the Companies Act.

4.6 Amendment to the Policy

The Board on its own and/or on the recommendations of the Audit Committee can amend this policy, as and it deems fit.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the competent authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail and this policy shall stand amended accordingly without any further action, from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

4.7 Disclosure

1. This Policy will be communicated to all the operational employees and other concerned persons of the Company.
2. Details of all material transactions with related parties shall be disclosed quarterly along with the compliance report on corporate governance.
3. Every contract or arrangement entered with the Related Party, covered under Section 188(1) of the Companies Act, 2013 shall be referred to in the Board's report to the shareholders along with the justification for entering into such contract or arrangement.
4. The Company shall disclose the policy on dealing with Related Party Transactions on its website and a web link thereto shall be provided in the Annual Report.
5. The Company shall disclose the name of the related party, the nature of relationship, the transaction details and such other details as required under Accounting Standard-18, in the Annual Report.
6. The Company shall keep one or more registers giving separately the particulars of all contracts or arrangements with any related party.

(Amended policy made effective from 11.02.2026)