

*SUNDARAM BRAKE LININGS LIMITED*

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*POLICY FOR RELATED PARTY TRANSACTIONS*

*[Pursuant to Regulation 24 of SEBI (Listing Obligations and Disclosure Requirements)  
Regulations, 2015]*

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## **RELATED PARTY TRANSACTIONS POLICY**

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### 1. Introduction

Established in 1976 as a joint venture with a world famous friction materials manufacturer, Sundaram Brake Linings (SBL) is now a fully Indian owned company manufacturing automotive, non-automotive, railways and industrial friction materials. SBL products are extensively used in commercial vehicles, passenger cars, tractors (agricultural), railways and two wheelers. Sundaram Brake Linings (SBL) with its leading edge technology is a pioneer in the manufacture of asbestos free friction materials in India, and also the first Indian friction material company to become 100% asbestos free. With 1500 employees and 5 manufacturing locations strategically located near major ports, 35% of SBL's total sales is exported to over 54 countries worldwide. SBL has a strong presence in the Indian Original Equipment (OE). Just in time deliveries are arranged by providing logistic support to ensure zero production stoppage at customers plants. SBL exports Brake Blocks worldwide, supported by a wide variety of part number references for US and European commercial vehicles. SBL regularly participates in International Fairs in North America, Europe, Africa, Middle and Far East.

#### 1.1 Scope and Purpose of Related Party Transactions Policy

Section 188 of the Companies Act, 2013, deals with the legal requirements relating to Related Party Transactions. Further, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which became effective December 1, 2015 mandates the company to formulate a policy on the materiality of related party transactions and also on dealing with related party transactions. Further, the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 impose various responsibilities on the Board and Audit Committee with respect to related party transactions. The Company also recognizes that related party transactions may have a potential or actual conflict of interest, which may be against the interest of the company. Accordingly, the Board of Directors of the company has approved the following related party transactions policy with a view to comply with the legal requirements, eliminate potential / actual conflict of interest and to regulate the transactions between the company and its related parties.

### 2. Definitions

2.1 'Act' means the Companies Act, 2013 including any amendment or modification thereof.

2.2 '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.

2.3 'Associate' means a company as defined under section 2(6) of the Companies Act, 2013 and as defined by Indian Accounting Standards (Ind AS) 28

2.4 'Audit Committee' means the Committee of the Board formed under Section 177 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2.5 'Board of Directors' or 'Board' means the Board as defined in Section 2(10) of the Companies Act, 2013

2.6 'Body Corporate' means an entity as defined in Section 2(11) of the Companies Act, 2013.

2.7 'Company' means Sundaram Brake Linings Limited.

2.8 'Director' means a person as defined in Section 2(34) of the Companies Act, 2013.

2.9 'Key Managerial Personnel' shall mean persons as defined in Section 2(51) of the Companies Act, 2013 and rules prescribed thereunder.

**2.10 'Material Related Party Transactions' shall mean 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 rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower or as defined in any other applicable law or regulation including any modification or amendment thereof, as may be applicable, from time to time.**

**"Material Modification" to a Related Party Transaction shall mean any one or more of the following:**

- a) Modification of the price or value of the contract/ arrangement or rate of interest (in case of a loan) by 10% or more;**
- b) Extending or reducing the contract period by 6 (six) months or more;**
- c) Extending or reducing the credit period (in case of commercial transactions) by more than 6 (six) months or repayment period (in the case of financial transactions) by more than 6 (six) months;**
- d) Providing additional concession/ rebate of 10% or more; and**
- e) Any other aspect which may be considered "material" to the Audit Committee considering the nature of transaction**

2.11 'Ordinary course of business' means the usual transactions that are necessary and are normal according to the historical practices of the Company, which have recurring frequency in connection with the business of the company and includes all such activities which the Company can undertake as per Memorandum and Articles of Association of the company.

**2.12 Related Party' means an individual, entity, firm, body corporate or person as defined in Section 2(76) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable accounting / secretarial standards. This will include the parties who:**

- a. Form part of the promoter or promoter group of the Company; or**
- b. Hold equity shares to the extent set out below at any time during the immediately preceding financial year in the Company, either directly or on a beneficial interest basis as provided under Section 89 of the Act:**
  - i. 20% or more (to be considered for the financial year beginning from April 1, 2022); or**
  - ii. 10% or more (to be considered for the financial years beginning after March 31, 2023)**

2.13 "Relative" means relative as defined in Section 2(77) of the Act and rules prescribed thereunder.

2.14 '**Related Party Transactions'** shall mean the transactions as specified in Section 188 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modification or amendments thereof, as may be applicable, from time to time.

Related Party Transaction 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:

Prior approval of the Audit Committee shall be required for all Related Party Transactions and material modifications, if any, and also for Related Party Transaction to which the subsidiary of the Company is a party, but the Company is not a party if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year exceeds threshold of:

- 10% of the annual consolidated turnover in accordance with the last audited financial statement of the Company (Effective April 1, 2022)
- 10% of the annual standalone turnover in accordance with the last audited financial statement of the subsidiary (Effective April 1, 2023)

**However, the following transactions shall not be considered as Related Party Transaction for the purpose of this policy:**

- 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, as modified or substituted from time to time;**
- b) **the following corporate actions initiated by the Company which are uniformly applicable/ offered to all its shareholders in proportion to their shareholding in the Company:**
  - i. **payment of dividend;**
  - ii. **sub-division or consolidation of securities;**
  - iii. **issuance of securities by way of a rights issue or a bonus issue; and**
  - iv. **buy-back of securities**

2.15 'Subsidiary' means a company as defined in Section 2(87) of the Companies Act, 2013.

2.16 'Transaction' with a related party shall be construed to include single transaction or a group of transactions in a contract or arrangement.

2.17 Words and expressions used in this policy shall have the same meanings respectively assigned to them in the Companies Act, 2013, Listing Agreement with the Stock Exchanges and / or any other applicable rule, regulations as the context may require.

### 3. Approval / Reporting requirements

3.1 Approvals	
Approving Authority	Nature of transactions requiring approval
Audit Committee	<p><b>All Related Party Transactions and material modifications, if any, shall require prior approval of the Audit Committee.</b></p> <p>However, the Audit Committee may grant omnibus approval for the Related Party Transactions as specified in Clause 5 of this policy, provided the omnibus approval for each such transaction shall not exceed 30% of the value approved by the Committee / Board during the immediately preceding financial year.</p> <p>Provided further that the transactions entered into between the company and a wholly-owned subsidiary of the company shall not require the approval of the Audit Committee or the shareholders, when the accounts of the subsidiary are consolidated with the company; and approved by the shareholders of the company at a general meeting.</p>
Board of Directors / Shareholders	Where the contract or arrangement with the Related Party is either not in the ordinary course of business or is not at arm's length or both, the Company shall comply with the provisions of the Companies Act, 2013 and the Rules framed thereunder and obtain approval of the Board and its shareholders, as may be applicable.
Shareholders	<p>All material related party transactions and subsequent material modifications shall require prior approval of the shareholders through resolution and no related party shall vote to approve on such resolutions whether the entity is a related party to the particular transaction or not. "Provided that prior approval of the shareholders of a listed entity shall not be required for a related party transaction to which the listed subsidiary is a party but the listed entity is not a party, if regulation 23 and sub-regulation (2) of regulation 15 of SEBI (LODR) regulations, 2015 are applicable to such listed subsidiary.</p> <p>All material related party transactions shall require approval of the shareholders through resolution and no related party shall vote to approve on such resolutions whether the entity is a related party to the particular transaction or not.</p>

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<p>Stock Exchanges / Company Website</p>	<p>The listed entity shall submit within 15 days from the date of publication of its standalone and consolidated financial results for the half year, disclosures of related party transactions on a consolidated basis, in the format specified in the relevant accounting standards for annual results to the stock exchanges and publish the same on its website.</p>
<p><b>3.2 Reporting / Review</b></p>	
<p>a. All Related Party Transactions shall be reported to the Audit Committee and after review, the Audit Committee shall refer the same to the Board for its noting in accordance with this Policy.</p> <p>b. Related Party Transactions shall be referred to the next regularly scheduled meeting(s) of Audit Committee for its review;</p> <p>c. For the purpose of review, the Audit Committee, shall be provided with all relevant material information of the RPT, 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;</p> <p>d. Any member of the Audit Committee who has an interest in any related party transaction shall recuse himself or herself and shall not participate in the discussion and voting on the approval of such related party transactions;</p> <p>e. Audit committee shall also review on an annual basis, the status of long-term (more than one year) or recurring Related Party Transactions</p>	

**4 Disclosure by Directors / Key Managerial Personnel for identification of related party transactions**

4.1 Each Director and Key Managerial Personnel and other Related Party shall promptly notify the Audit Committee of any material interest that such person or relative of such person had, has or may have in a RPT, by providing notice to the Board or Audit Committee of any potential related party transaction involving him or her or his or her Relative together with additional information about the related party transaction that the Board or Audit Committee may reasonably request.

4.2 Such notice of any related party transaction shall be given well in advance, so that the Audit Committee / the Board has adequate time to obtain and review information about the proposed related party transaction.

4.3 The Board / Audit Committee shall determine whether a transaction does, in fact, constitute a related party transaction requiring compliance with this Policy;

**5 Related Party Transactions, which do not require prior Audit Committee review / approval**

5.1 The Audit Committee shall be entitled to grant omnibus approval in line with the policy on Related Party Transactions of the Company for transactions, which are repetitive in nature provided the approval for each such transaction shall not exceed 30% of the value approved by the Committee / Board during the immediately preceding financial year.

5.2 The Audit Committee shall satisfy itself the need for such omnibus approval and that such approval is in the interest of the Company;

5.3 Such omnibus approval shall specify the following:

- (i) Name(s) of the Related Party;

- (ii) Nature of the transaction;
- (i) Period of transaction;
- (ii) Maximum amount of transaction that can be entered into;
- (iii) The indicative base price / current contracted price and the formula for variation in the price, if any, and;
- (iv) Such other conditions as the Audit Committee may deem fit.
- (v) Where it is not possible for a Related Party Transaction or a class of Related Party Transaction to be foreseen and details as required above are not available, the Audit Committee may grant omnibus approval for such related party transactions, provided that each transaction value shall not exceed Rs.1.00 crore.
- (vi) The Audit committee shall review the details of related party transactions entered into by the Company pursuant to each of the omnibus approval on a quarterly basis.
- (vii) The omnibus approval shall be valid for a period of one year and shall require fresh approvals from the Audit Committee after the expiry of 1 (one) year from the grant of each approval.

6 Factors to be considered by the Board/ Audit Committee while approving a Related Party Transaction

- 6.1 Whether the terms of the Related Party Transaction are fair to the Company and are on arm's length basis and would apply on the same basis, if the transaction did not involve a Related Party;
- 6.2 Whether there are any overwhelming business reasons for the Company to enter into the Related Party Transaction and the nature of possible alternative transactions, if any;
- 6.3 Whether the Related Party Transaction would affect the independence of an Independent Director;
- 6.4 Whether ratification of such Related Party Transaction if their value not exceeding Rs 100 lakhs per annum per transaction, if done, would be detrimental to the company.
- 6.5 Whether the Related Party Transaction would pose a conflict of interest for any Director, or a key managerial personnel of the Company, having regard to the size of the transaction, the overall financial gains, which may accrue to the Director, key managerial personnel or other Related Party, the direct or indirect nature of interest of the Director, KMP or other Related Party in the transaction and any other factors the Board / Audit Committee may consider necessary.

**7. Information to be placed before the Audit Committee**

**The following information has to be placed before the audit committee for approval of a proposed Related Party Transaction effective April 1, 2022:**

- a. Type, material terms and particulars of the proposed transaction**
- b. Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)**
- c. Tenure of the proposed transaction (particular tenure shall be specified)**
- d. Value of the proposed transaction**
- e. The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)**
- f. If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary**
- g. Justification as to why the RPT is in the interest of the listed entity:**
- h. A copy of the valuation or other external party report, if any such report has been relied upon**
- i. Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis**
- j. Any other information that may be relevant**

8 Right of the Board / Audit Committee

- 8.1 In the event a Related Party Transaction that has been commenced without approval of the Audit Committee or the Board, the company shall immediately report such transaction to the Audit Committee and the Board. If the Board / Audit Committee determine not to ratify, then the Board/ Audit Committee, as appropriate, may direct additional actions including, but not limited to, immediate discontinuation or rescission of the transaction, or modification of the transaction to make it enabling for ratification.
- 8.2 While reviewing any Related Party Transaction, the Board / Audit Committee have authority to modify or waive any procedural requirements specified in this Policy.
- 8.3 Any transaction involving any amount not exceeding one crore rupee is entered into by a director or officer of the company with related parties 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.

9. Disclosure of the Policy

The company will disclose the policy on dealing with Related Party Transactions on its website and also in the Annual Report.

10. Amendments to the Policy

The Audit Committee will, from time to time, review and may amend the policy as per the changing legal requirements and / or as and when required subject to approval of the Board. This policy may be amended by the Board at any time either suo-motu and / or pursuant to amendments to the Companies Act, 2013 and rules made thereunder, listing agreement or such other rules, regulations, guidelines as may be notified by Securities Exchange Board of India.

The Amended Policy will take effect from April 1, 2022.