

POLICY ON RELATED PARTY TRANSACTIONS

1. PREFACE

"Sophia Traexpo Limited (the Company)" recognizes that Related Party Transactions can present potential or actual conflicts of interest and may raise questions about whether such transactions are consistent with the Company's and its stockholders' best interests.

2. PURPOSE

The Company is governed, amongst others, by the rules and Regulations framed by Securities Exchange Board of India ("SEBI"). SEBI has mandated every listed company to formulate a policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions.

Accordingly, the Company has formulated this policy on materiality of Related Party Transactions and on dealing with Related Party Transactions ("Policy"). This Policy regulates all transactions between the Company and its Related Parties (as defined below).

3. DEFINITIONS

"Act" shall mean the Companies Act, 2013 and includes any amendment thereof.

All capitalized terms used in this Policy but not defined herein shall have the meaning assigned to such term in the Act and the Rules thereunder and the Listing Agreement, as amended from time to time.

4. REVIEW AND APPROVAL OF RELATED PARTY TRANSACTIONS

4.1 Audit Committee approval:

All Related Party Transactions shall require prior approval of the Audit Committee.

Omnibus approval by the Audit Committee:

The Audit Committee may grant omnibus approval for Related Party Transactions proposed to be entered into by the company subject to the following conditions:

- a. The Audit Committee shall lay down the criteria for granting the omnibus approval in line with the policy on Related Party Transactions of the company and such approval shall be applicable in respect of transactions which are repetitive in nature;
- b. The Audit Committee shall satisfy itself the need for such omnibus approval and that such approval is in the interest of the company;
- c. Such omnibus approval shall specify (i) the name/s of the related party, nature of transaction, period of transaction, maximum amount of transaction that can be entered into, (ii) the indicative base price / current contracted price and the formula for variation in the price if any and (iii) such other conditions as the Audit Committee may deem fit;

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Provided that where 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.

- d. Audit Committee shall review, atleast on a quarterly basis, the details of RPTs entered into by the company pursuant to each of the omnibus approval given;
- e. Such omnibus approvals shall be valid for a period not exceeding one year and shall require fresh approvals after the expiry of one year.

Exception: However, 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.

4.2 Board's approval:

Except with the consent of the Board of Directors given by a resolution at a meeting of the Board and subject to such conditions as may be prescribed, no company shall enter into any contract or arrangement with a related party with respect to—

- a. sale, purchase or supply of any goods or materials;
- b. selling or otherwise disposing of, or buying property of any kind;
- c. leasing of property of any kind;
- d. availing or rendering of any services;
- e. appointment of any agent for purchase or sale of goods, materials, services or property;
- f. such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company; and
- g. underwriting the subscription of any securities or derivatives thereof, of the company

Exception: However, any of the aforesaid transactions shall not be required prior approval of the Board of Directors provided the transaction is in the ordinary course of business and on an arm's length basis.

Disclosures required for obtaining Board approval

The agenda of the Board meeting at which the resolution is proposed to be moved shall disclose—

- (a) the name of the related party and nature of relationship;
- (b) the nature, duration of the contract and particulars of the contract or arrangement;
- (c) the material terms of the contract or arrangement including the value, if any;
- (d) any advance paid or received for the contract or arrangement, if any;
- (e) the manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;
- (f) whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors; and
- (g) any other information relevant or important for the Board to take a decision on the proposed transaction.

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4.3. Shareholders' approval:

Except with the prior approval of the company by a special resolution:

- (i) a company shall not enter into a transaction or transactions, where the transaction or transactions to be entered into as contract or arrangement with respect to the following with criteria, as mentioned below—
 - (a) sale, purchase or supply of any goods or materials directly or through appointment of agent, exceeding 10% of the turnover of the company or Rs. 100 Crores whichever is lower
 - (b) selling or otherwise disposing of or buying property of any kind, directly or through appointment of agent exceeding 10% of net worth of the company or Rs. 100 crore whichever is lower;
 - (c) leasing of property of any kind exceeding 10% of the net worth of the company or 10% of turnover of the company or Rs. 100 crore whichever is lower;
 - (d) availing or rendering of any services directly or through appointment of agent, exceeding 10% of the turnover of the company or Rs. 50 crore, whichever is lower;

Explanation: It is hereby clarified that the limits specified in clause (a) to (d) shall apply for transaction or transactions to be entered either individually or taken together with the previous transactions during a financial year.

- (e) appointment to any office or place of profit in the company, its subsidiary company or associate company at a monthly remuneration exceeding Rs. 250,000;
- (f) remuneration for underwriting the subscription of any securities or derivatives thereof of the company exceeding 1% of the net worth

Exception: However, any of the aforesaid transactions shall not required prior approval of the shareholders provided the transaction is in the ordinary course of business and on an arm's length basis.

Disclosures required for obtaining shareholder's approval:

The explanatory statement to be annexed to the notice of a general meeting convened for the purpose of obtaining shareholders' approval shall contain the following particulars namely:-

- (a) name of the related party;
- (b) name of the director or key managerial personnel who is related, if any;
- (c) nature of relationship;
- (d) nature, material terms, monetary value and particulars of the contract or arrangement;
- (e) any other information relevant or important for the members to take a decision on the proposed resolution.

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5. RESTRICTIONS ON VOTING:

The members of the Company shall not vote on special resolution for approving contract or arrangement, if such member is a related party to it.

6. RELATED PARTY TRANSACTIONS NOT APPROVED UNDER THIS POLICY

6.1 In the event the Company becomes aware of a Related Party Transaction that has not been approved by the Committee, the matter shall be reviewed subsequently by the Committee. The Committee shall consider all the relevant facts and circumstances regarding the Related Party Transaction and shall examine the facts and circumstances pertaining to the failure of reporting of such Related Party Transaction to the Committee and shall take any such action it deems appropriate.

7. RATIFICATION OF THE UN-APPROVED TRANSACTIONS

7.1 If any contract or arrangement is entered into by the Director or any other employee with any related party without obtaining the consent of the Board or shareholders as the case may be. The transaction shall be ratified by the Board/Shareholders at meeting within three (3) months from the date of entering into contract or arrangement.

7.2 If the transaction is not ratified within the said time period, then it shall be voidable at the option of the Board. If the contract or arrangement is with 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 In any case, where the Committee determines not to ratify a Related Party Transaction that has been commenced without approval, the Committee, as appropriate, may direct additional actions including, but not limited to, immediate discontinuation or rescission of the transaction.

8. DISCLOSURE REQUIREMENTS:

8.1 All the prospective contracts/arrangements with related parties shall be disclosed to the Company Secretary/CFO in advance.

8.2 All the related party transactions requiring the Board / shareholders' approval shall be disclosed in the Board report along with justification for entering into such transactions.

8.3 Details of all material transactions with related parties shall be disclosed quarterly along with the compliance report on corporate governance.

8.4 The Policy shall also be disclosed on the website and also in the Annual Report of the Company.

9. AMENDMENT

The Board may as it deems fit amend the policy from time to time. In any case, if there is a contradiction between the policy and the law in force, then the Law shall supersede the policy. Any subsequent amendment / modification in the Listing Regulations, Act and/or applicable laws in this regard shall automatically apply to this Policy.