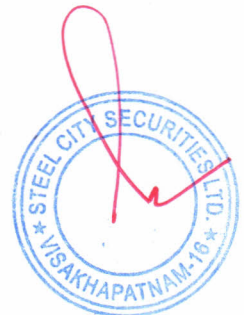




STEEL CITY
Securities Limited
ISO 9001:2008 CERTIFIED COMPANY

Related Party Transaction Policy



1. Scope and Purpose of the Policy:

Related party transactions can present a potential or actual conflict of interest which may be against the best interest of the company and its shareholders. Considering the requirements for approval of related party transactions as prescribed under the Companies Act, 2013 ("Act") read with the Rules framed there under and in accordance with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), Steel City Securities Limited ("SCSL or the Company") has formulated guidelines for identification of related parties and the proper conduct and documentation of all related party transactions.

In the light of the above, SCSL has framed this Policy on Related Party Transactions ("Policy"). This Policy has been adopted by the Board of Directors of the Company based on recommendations of the Audit Committee. The Audit Committee would review and amend the Policy, as and when required, subject to adoption by the Board.

The Policy was approved by the Board at its meeting held on the 25th day of June, 2022.

2. Objective of the Policy:

This Policy is intended to ensure due and timely identification, approval, disclosure and reporting of transactions between the Company and any of its Related Parties having regard to the potential or actual conflicts of interest that may arise because of entering into these Related Party Transactions ("RPTs"). Its cardinal objective is compliance with the applicable laws and regulations as may be amended from time to time.

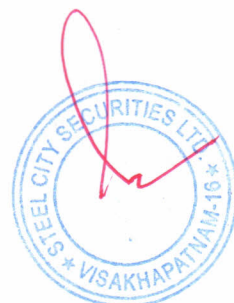
The provisions of this Policy are designed to govern the approval process and disclosure requirements to ensure transparency in the conduct of Related Party Transactions in the best interest of the Company and its shareholders and to comply with the statutory provisions in this regard.

3. Definitions:

Words and expressions used in this policy shall have the same meanings assigned to them in the Companies Act, 2013 read with relevant Rules thereof, SEBI Regulations, Accounting Standard and/ or other applicable Laws and Regulations.

4. Determination of Materiality of Related Party Transactions:

Material Related Party Transactions shall be determined by applying the following criteria:



Category of Transactions	Materiality Thresholds under the Companies Act, 2013 (for transactions not in ordinary course of business and not on an arm's length basis)	Materiality Thresholds under the Listing Regulations
Sale, purchase or supply of any goods or materials	10% or more of turnover	Transaction, individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. [Requirement notified under SEBI Listing Regulations (Third Amendment) for determining materiality]
Selling or otherwise disposing of, or buying, property of any kind	10% or more of net worth	
Leasing of property of any kind	10% or more of turnover	
Availing or rendering of any services	10% or more of turnover	
Related Party's appointment to any office or place of profit in the company, its subsidiary company or associate company	At a monthly remuneration exceeding Rs.2.5 Lakh	
Underwriting the subscription of any securities or derivatives thereof, of the company	1% of net worth	
Any other transaction with a Related Party	Transaction, individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company	

Explanation:

- (1) The turnover or net worth referred in the above shall be computed on the basis of the audited financial statement of the preceding financial year.
- (2) The threshold limits under the Companies Act, 2013 mentioned above shall apply for transaction or transactions to be entered into either individually or taken together with the previous transactions during a financial year.

5. Identification of Related Party Transactions:

The Company Secretary will use the disclosures under Sec.189 (2) of the Companies Act, 2013, engage with the CFO and keep constant track of potential RPT for early identification.



An employee of the company who is aware of any transaction that is or may be perceived to be an RPT shall bring the same to the attention of Audit Committee through the Company Secretary.

All Directors and KMPs are responsible for providing notice to the Company Secretary of any potential RPT involving them or their relatives, including any additional information about the transaction that the Audit Committee may require.

6. Review and Approval of Related Party Transaction:

- **Approval by Audit Committee:**

All RPTs of the company as prescribed under the Companies Act, 2013 and the Listing Regulations and subsequent material modification(s) thereto will be approved by the Audit Committee of the Board.

While all members of the Audit Committee can participate in the discussion, only independent directors therein can approve the RPT and subsequent material modification thereto.

The company shall provide all relevant information on the RPT, including but not restricted to those specified in SEBI circular dated 22nd Nov 2021 and as amended from time to time, for the Audit Committee to have full clarity and arrive at an informed decision.

The Audit Committee shall also review the status of long-term (more than one year) or recurring RPTs on an annual basis.

- **Omnibus Approval:**

The company may obtain omnibus approval from the Audit Committee in respect of RPTs that are repetitive in nature.

The Audit Committee will lay down the criteria for granting the omnibus approval in line with the policy.

The Audit Committee shall, after obtaining the approval of Board of Directors, specify the criteria for giving omnibus approval. It shall follow the requirements under Rule-6A of the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time.

Only the independent directors of the Audit Committee are entitled to vote on the omnibus approval.

The Audit Committee will review in each of its meeting, at least on a quarterly basis, the details of RPTs in pursuance of each of the omnibus approval given.

Such omnibus approvals shall be valid for a period not exceeding one year and shall require fresh approvals after the expiry of one year.



- **Circular Resolution:**

In an unforeseen event where an RPT not covered by omnibus approval needs to be entered due to business exigencies between two Audit committee meetings, the Audit Committee may approve such RPT by passing a resolution by circulation.

- **Board Review:**

If the Audit Committee determines that a particular RPT needs to be brought before the Board or if the Board on its own accord elects to review any such matter or it is mandatory under any law for the Board to approve such RPT, then the Board shall consider and approve such RPT. In doing so, the Board may impose such condition or modification as may be necessary or appropriate under the circumstances.

- **Shareholder Approval:**

All material RPTs and subsequent material modifications shall require the prior approval of shareholders.

No related party can vote to approve the resolution for above purpose. For this purpose, all entities falling under the definition of related parties shall not vote to approve the relevant transaction irrespective of whether the entity is a party to the particular transaction or not.

The Notice to shareholders for the above purpose shall disclose the details required under the Companies Act, 2013, SEBI circular dated 22.11.2021 as amended from time to time and other information considered desirable or necessary by the Board of Directors.

7. Related Party Transactions that shall not require Approval :

Notwithstanding the foregoing, the following RPTs shall not require the approval of Audit Committee, Board or Shareholders except where required under specific provisions of the Companies Act:

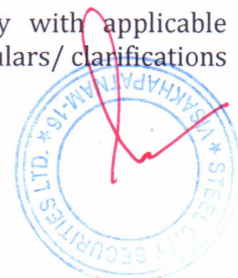
- (i) Transactions pertaining to the appointment and remuneration of Directors and KMPs that are already approved on the recommendation of the Nomination and Remuneration Committee by the Board and also the reimbursement of reasonable expenses incurred by them in the normal course of business.
- (ii) Transactions that have been approved by the Board under specific provisions of the Companies Act, 2013.
- (iii) Transactions arising out of corporate actions that are uniformly applicable/ offered to all shareholders on pro-rata basis.

8. Policy Review:

This policy will be reviewed once in every three years, or earlier if considered necessary, by the Board of Directors and updated accordingly.

9. General:

- (i) The company, the Audit Committee or the Board shall comply with applicable provisions of the Companies Act, 2013 read with relevant Rules, Circulars/ clarifications



thereof, Listing Regulations and Accounting Standard. The approval process, voting rights, disclosures shall all be in strict compliance of extant Rules and Regulations.

- (ii) This policy will be communicated to all operational heads and other concerned employees of the company.
- (iii) This policy shall be disclosed on the website of the company and the web link thereto shall be provided in the Annual Report.
- (iv) The Board or the Audit Committee may amend the policy from time to time as may be required.
- (v) Any interpretation, determination or other action taken by the Audit Committee or the Board shall be final and binding on the concerned Related Party.

