



Symphony Limited

Policy on dealing with Related Party Transactions

I. PREAMBLE

This policy is framed as per the Regulation 23(1) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

II. OBJECTIVE

This policy intends to comply with the requirements of the Listing Regulations to ensure proper approval and reporting of dealings with Related Parties and shall also be governed by the provisions of Section 188 of the Companies Act, 2013 read with Rules made thereunder, as may be amended from time to time.

The Company is committed to transparency and fairness in dealing with all Related Parties and in ensuring adherence to all applicable laws and regulations, as may be amended from time to time.

III. DEFINITIONS / INTERPRETATIONS

Any terms used herein shall have the same meaning as defined in the Companies Act, 2013 or Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) or Listing Regulations amended from time to time.

“Act” means the Companies Act, 2013 including the rules, schedules, clarifications and guidelines issued by the Ministry of Corporate Affairs from time to time.

“Arms’ 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.

“Audit Committee” shall mean the Audit Committee of the Board of Directors constituted in accordance with the provisions of the Act and Listing Regulations.

“Board” refers to Board of Directors of Symphony Limited.

“Company” or **“Symphony”** refers to Symphony Limited pursuant to this policy.

“Control” shall have the same meaning as defined in SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as may be amended from time to time.

“Material Related Party Transaction” will carry the same meaning as stated under the Companies Act, 2013 or SEBI Listing Regulations as amended from time to time.

“Material Modifications” means variance of 25% or more in value or quantity of the related party transaction previously approved by the Audit Committee or by the members of the Company or such other criteria as may be defined by the Audit Committee from time to time.

“Related Party” will carry the meaning as stated under the Companies Act, 2013 or SEBI Listing Regulations as amended from time to time.

“Related Party Transaction” will carry the meaning as stated under the Companies Act, 2013 or SEBI Listing Regulations as amended from time to time.

IV. PRIOR APPROVAL FOR THE RELATED PARTY TRANSACTIONS

APPROVAL BY AUDIT COMMITTEE:

All related party transactions and subsequent material modifications shall require prior approval of the audit committee.

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

Provided:

- (a) with effect from April 1, 2023, a related party transaction 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 whether entered into individually or taken together with previous transactions during a financial year, exceeds ten per cent of the annual standalone turnover, as per the last audited financial statements of the subsidiary;
- (b) Remuneration and sitting fees paid by the listed entity and its subsidiary to its director, key managerial personnel or senior management, except who is part of promoter or promoter group, shall not require approval of the audit committee provided that the same is not material in terms of the provisions of regulation 23(1) of the Listing Regulations.

- (c) The members of the audit committee, who are independent directors, may ratify related party transactions within three months from the date of the transaction or in the immediate next meeting of the audit committee, whichever is earlier, subject to the following conditions:
- (i) the value of the ratified transaction(s) with a related party, whether entered into individually or taken together, during a financial year shall not exceed rupees one crore;
 - (ii) the transaction is not material in terms of the provisions of regulation 23(1) of the Listing Regulations;
 - (iii) rationale for inability to seek prior approval for the transaction shall be placed before the audit committee at the time of seeking ratification;
 - (iv) the details of ratification shall be disclosed along with the disclosures of related party transactions in terms of the provisions of regulation 23(9) of the Listing Regulations;
 - (v) any other condition as specified by the audit committee:

Provided that failure to seek ratification of the audit committee shall render the transaction voidable at the option of the audit committee and if the transaction is with a related party to any director, or is authorised by any other director, the director(s) concerned shall indemnify the

SHAREHOLDERS' APPROVAL :

All material related party transactions and subsequent material modifications as defined by the audit committee under regulation 23(2) 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:

V. OMNIBUS APPROVAL TO RELATED PARTY TRANSACTIONS

The Audit Committee may grant omnibus approval for Related Party Transactions proposed to be entered by the Company or its subsidiary subject to the following conditions:-

1. The Committee and the Board will lay down the criteria for granting the omnibus approval in line with this policy.

2. The Committee should satisfy itself the need for such omnibus approval and that such approval is in the interest of the Company.
3. Such omnibus approval shall specify:
 - a. Name/s of the Related Party, Nature of transaction, Period of transaction, Maximum amount of transaction that can be entered into with related party.
 - b. The indicative base price/ current contracted price and formula for variation in price, if any.
 - c. Other conditions which the Committee deems fit.
4. Where the need for Related Party Transaction cannot be foreseen and the details as per above point no. 3 are not available, the Committee can give omnibus approval for such transactions subject to their value not exceeding Rs. 1 crore per transaction.
5. The Committee will review on a quarterly basis, the details of all related party transactions entered into by the Company or its subsidiary pursuant to each of the omnibus approval given.
6. Such omnibus approvals shall be valid for a period of not exceeding one year and shall require fresh approvals after expiry of one year. The Committee will consider and review the omnibus approvals for every financial year in the last quarter meeting of preceding financial year.

VI. LIMITATION AND AMENDMENT

In the event of any conflict between the provisions of this Policy and of the Act or Listing Regulations or any other statutory enactments, rules, the provisions of such Act or Listing Regulations or statutory enactments, rules shall prevail over this Policy. Any subsequent amendment / modification in the Listing Regulations, Act and/or applicable laws in this regard shall automatically apply to this Policy.

VII. REVIEW

The Board of Directors, subject to applicable laws, is entitled to amend, suspend or rescind this Policy at any time in line with the Companies Act, 2013, and / or Listing Regulations.
