TRILIANCE POLYMERS LIMITED (FORMERLY KNOWN AS LEENA CONSULTANCY LIMITED)

POLICY ON MATERIALITY OF AND DEALING WITH RELATED PARTY TRANSACTIONS

POLICY OBJECTIVE:

To lay down thresholds for determining materiality of the Related Party Transactions, material modifications to Related Party Transactions and to lay down principles for dealing in Related Party Transactions in the Company to ensure that conflict of interest is avoided and the Related Party Transactions are entered into keeping in mind the best interest of the Company and its stakeholders.

MATERIALITY OF RELATED PARTY TRANSACTIONS :

a. a transaction, except transaction covered under clause 'b' below, 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 Company as per the last audited financial statements of the Company, whichever is lower.

b. a 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.

c. The thresholds mentioned in clauses 'a' and 'b' above shall always be in line with the thresholds prescribed under SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") as may be amended from time to time. In case of any difference between the thresholds under this policy and the SEBI LODR, the thresholds under SEBI LODR shall prevail.

MATERIAL MODIFICATION TO RELATED PARTY TRANSACTIONS:

Any modification to a Related Party Transaction approved by the Audit Committee and/or the Shareholders having a variation of 20% or more of the value of transaction approved earlier

a. All Related Party Transactions shall be in compliance with the applicable provisions under the Companies Act, 2013 and SEBI LODR as may be amended from time to time.

b. The Corporate Governance and Ethics Committee shall thoroughly review, approve and recommend the related party transactions to the audit Committee / Board of Directors as per the terms of reference as may be defined by the Board of Directors from time to time.

c. While reviewing the transactions, the Corporate Governance and Ethics Committee and the Audit Committee shall ensure that;
   - The transaction is in the best interest of the Company.
   - The conflict of interest is avoided and the transactions are carried out on arm's length basis. For determination that the transactions are at arm's length basis, the Committees may rely on reports / certificates of the independent subject matter experts as it may deem necessary.

d. The Corporate Governance and Ethics Committee to review and evaluate the Related Party Transactions as core and non-core transaction based on its relevance to the business of the Company. Omnibus approvals shall be granted for the core transactions and also for specific non-core transactions that are integral to the operations of the Company.

e. The Audit Committee may waive off any of the requirements under this policy subject to the adherence to Clause 4 (a) above.

POLICY REVIEW :

The policy shall be reviewed periodically as required under SEBI LODR or as and when required keeping in view the changes in the regulatory requirements whichever is earlier.