



Lord's Mark Industries Limited

(Formerly known as Lords Mark India Limited / Kratos Energy & Infrastructure Limited)
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CIN : L35103MH1979PLC021614

RELATED PARTY TRANSACTIONS POLICY

Lord's Mark Industries Limited

(Formerly known as **Lords Mark India Limited** and Kratos Energy & Infrastructure Limited)

1. PREAMBLE

The Companies Act, 2013 ("the Act") has introduced Sections 177 and 188, which contain specific provisions regarding related party transactions. Similarly, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides for disclosures and approvals regarding Material Related Party Transactions.

This Policy applies to transactions between **Lord's Mark Industries Limited** ("the Company") and one or more of its Related Parties to ensure transparency and fairness. The Audit Committee will review this policy periodically and recommend any necessary modifications to the Board for approval.

2. OBJECTIVES

The objectives of this Policy are:

- To ensure transactions between the Company and related parties are based on transparency and **arm's length pricing**.
- To provide guidance for managing potential **conflicts of interest**.
- To outline the manner of dealing with transactions based on the Companies Act, 2013 and other applicable regulations.
- To determine the appropriateness of required disclosures.

3. DEFINITIONS

- **Audit Committee:** The committee constituted by the Board under Section 177 of the Companies Act, 2013.

- **Related Party:** Includes directors or their relatives, Key Managerial Personnel (KMP) or their relatives, firms where a director/manager is a partner, and private companies where a director/manager is a member or director.
- **Promoter Group:** Any person or entity holding **20% or more** shareholding in the Company shall be deemed a related party.
- **Relative:** Includes members of a Hindu Undivided Family, spouse, father, mother, son, son's wife, daughter, daughter's husband, brother, and sister (including step-relationships) .
- **Material Transaction:** Any transaction(s) during a financial year exceeding **10% of the annual consolidated turnover** or net worth (per preceding audited financial statements) or Rs. 100 crores, whichever is lower.
- **Arm's Length Transaction:** A transaction between related parties conducted as if they were unrelated, ensuring no conflict of interest.

4. APPROVAL PROCESS

A. Audit Committee Approval

- **Prior Approval:** All identified related party transactions must be pre-approved by the Audit Committee.
- **Omnibus Approval:** The Committee may grant omnibus approval for repetitive transactions, valid for a maximum of **one financial year**.
- **Foreseen Limits:** If a specific transaction's details are not available, omnibus approval may be granted for transactions not exceeding Rs. 1 Crore per transaction.
- **Recusal:** Any member with a potential interest in a transaction must abstain from discussion and voting.

B. Shareholders Approval

- **Resolution Requirement:** Transactions not in the ordinary course of business that exceed prescribed thresholds or are "Material" require shareholder approval via resolution.

- **Voting Restriction:** No related party shall vote to approve such resolutions, regardless of whether they are a party to that specific transaction or not.

5. IDENTIFICATION AND DISCLOSURE

- **Notice:** Each Director and KMP is responsible for notifying the Board of any potential related party transactions involving them.
- **Functional Submissions:** Heads of functional departments must submit details of proposed transactions to the Company Secretary and CFO for Audit Committee processing.
- **Annual Disclosure:** All Directors must disclose their interests in **Form MBP-1** during the first Board meeting of every financial year and whenever changes occur.

6. REPORTING AND RECORDS

- **Board Report:** Every contract or arrangement approved must be referred to in the Board's report to shareholders, including a justification for the transaction.
- **Website:** This policy shall be disclosed on the Company's website, with a web link provided in the Annual Report.
- **Register:** The Company will maintain a register of all related party transactions in which directors are interested. This register must be signed by all Directors present at the meeting where it is placed.

For Lord's Mark Industries Limited

(Formerly known as Lords Mark India Limited and Kratos Energy & Infrastructure Limited)

Mr. Sachidanand Hariram Upadhyay
Managing Director

DIN No: - 01631728

