

POLICY ON RELATED PARTY TRANSACTIONS

Introduction

The Sections 177 and 188 of the Companies Act 2013 (the “**Act**”) together with the rules notified thereunder and Sub-regulation (1) of Regulation 23 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) (together referred to as the “**Applicable Laws**”), requires every listed entity to formulate a policy on materiality of related party transactions (“**Policy**”) and on dealing with related party transactions including clear threshold limits duly approved by the board of directors of the Company (the “**Board**”) at least once every three years and updated accordingly.

The Board of S. D. International Limited (the “**Company**”), has adopted the following Policy and procedures with regard to Related Party Transactions (as defined below). The Audit Committee may from time to time review and recommend amendments to this policy to the Board. The Board may amend this policy from time to time.

Policy Objective

The objective of this Policy is to ensure proper approval and reporting of transactions between the Company and its Related Parties. The intention of this Policy is to implement uniform practices pertaining to Related Party Transactions (defined below), and it does so by bringing under its ambit the process to be followed, methodology, arm’s length pricing, disclosures and compliance with the provisions of the Act and rules framed thereunder, and the SEBI Listing Regulations.

Definitions

“**Accounting Standards**” means the standards of accounting or any addendum thereto for companies or class of companies referred to in Section 133 of the Act.

“**Arm’s Length Basis**” means the terms will be treated as on ‘Arm’s Length Basis’ if the commercial and key terms are comparable and are not materially different with similar transactions with non-related parties considering all the aspects of the transaction such as quality, realizations, other terms of the contract, etc. In case of contracts with related parties for specified period/quantity/services, it is possible that the terms of one off comparable transaction with an unrelated party are at variance, during the validity of contract with related party. In case the Company is not doing similar transactions with any other non-related party, terms for similar transactions between non-related parties of similar standing can be considered to establish ‘arm’s length’.

“**Associate Company**” in relation to another company, means a company in which that other company has a significant influence, but which is not a subsidiary company of the company having such influence and includes a joint venture company shall include a Company as defined under section 2(6) of the Act and as defined by Accounting Standard (AS) 23, "Accounting for Investments in Associates in Consolidated Financial Statements" and by Accounting Standard (AS) 18, "Related party disclosures".

Explanation - for the purpose of this clause,

- a) "Significant Influence" means control of at least twenty per cent of total voting power, or control of or participation in business decisions under an agreement.
- b) "Joint Venture" means a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement.

“**Audit Committee**” or “**Committee**” means the committee constituted by the Board of Directors of the Company, from time to time, under the provisions of Regulation 18 of SEBI Listing Regulations and Section 177 of the Companies Act, 2013.

“Board of Directors” or “Board” means the Board of Directors of the Company as constituted from time to time.

“Company” means S.D. International Limited

“**Key Managerial Personnel**” or “**KMP**” means: a person as defined under Section 2(51) of the Act read with Regulation 2(1)(o) of the SEBI Listing Regulations.

“**Material Modification**” means in relation to a Related Party Transaction approved by the Audit Committee or a material related party transaction approved by the shareholders as the case may be, means any variation over and above the monetary limits already approved by the Audit Committee or Shareholders, as the case may be and exceeding 10% of value of transaction, in each case, over and above the pre-approved limits.

“**Material Related Party Transaction**” means a transaction or a series of transactions in one financial year with any single related party exceeding the limits of materiality under Regulation 23 of the SEBI Listing Regulations as may be amended from time to time or any statutory modifications or re-enactments thereof for time being in force. The thresholds for determining materiality are mentioned in Annexure A.

“**Related Party**” shall have the meaning as defined in Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations and under the applicable accounting standards.

“**Related Party Transaction**” means a transaction except for those which have been exempted under the SEBI Listing Regulations, involving a transfer of resources, services or obligations between:

- a) the Company or any of its subsidiaries on one hand and a related party of the Company or any of its subsidiaries on the other hand; or
- b) the Company or any of its subsidiaries on one hand, and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the listed entity or any of its subsidiaries;

regardless of whether a price is charged and a “transaction” with a related party shall be construed to include a single transaction or a group of transactions in a contract.

Including but not limited to the following –

- 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. appointment to any office or place of profit in the Company, its subsidiary or associate company;
- g. underwriting the subscription of any securities or derivatives thereof, of the Company.

Following shall not be considered Related Party Transaction of the Company in terms of SEBI Listing Regulations:

- a) the issue of specified securities on a preferential basis, subject to compliance of the requirements under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**ICDR**”)



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- b) corporate actions which are uniformly applicable/offered to shareholders in proportion of their shareholding such as payment of dividend, subdivision or consolidation of securities by the Company, issuance of securities by way of a rights issue or a bonus issue and buy-back of securities.
- c) acceptance of fixed deposits by banks/Non-Banking Finance Companies at the terms uniformly applicable/ offered to all shareholders/public, subject to disclosure of the same along with the disclosure of Related Party Transactions every six months to the stock exchange(s), in the format as specified by the Board;
- d) acceptance of current account deposits and saving account deposits by banks in compliance with the directions issued by the Reserve Bank of India or any other central bank in the relevant jurisdiction from time to time

Explanation: For the purpose of clauses (c) and (d) above, acceptance of deposits includes payment of interest thereon.

- e) retail purchases from Company or any of its subsidiaries by its directors or employees, without establishing any business relationship and at the terms which are uniformly applicable/offered to all employees and directors. Provided further that this definition shall not be applicable for the units issued by mutual funds which are listed on a recognized stock exchange(s)

Further, remuneration and sitting fees paid by Company or its subsidiaries to its directors, key managerial personnels 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 of the SEBI Listing Regulations.

“**Relative**” means relative as defined under section 2(77) of the Act, i.e., with reference to any person, means one who is related to another in any of the following manner:

- a) If they are members of a Hindu Undivided Family
- b) If they are husband and wife
- c) Father (including stepfather)
- d) Mother (including stepmother)
- e) Son (including stepson)
- f) Son’s wife
- g) Daughter
- h) Daughter’s husband
- i) -Brother (including stepbrother)
- j) Sister (including stepsister)

Unless the context otherwise requires, words and expressions used in this Policy and not defined herein but defined in the Act and SEBI Listing Regulations, as may be amended from time to time, shall have meaning respectively assigned to them therein.

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Identification of Related Party Transactions:

Every Promoter(s) or any person or entity forming a part of Promoter or Promoter group of the Company or Director or KMP is responsible for providing declaration to the Company Secretary, for his/her Relatives and their respective interest in other entities which could result in such Relative/entity becoming a Related Party. Any change in such information shall also be forthwith provided by such Promoter /Director and KMP.

The Company Secretary, based on the declarations provided by the Promoter, Promoter Group, Directors and Key Managerial Personnel and also based on the corporate structure shall prepare a list of all persons

who shall be considered as related parties with reference to the Company.

The Company strongly prefers to receive such declaration of any proposed Related Party Transactions well in advance so that the Company Secretary has adequate time to review information about the proposed transactions and to seek requisite approval of the Audit Committee and/or the Board and/or shareholders of the Company, as the case may be.

The Company Secretary shall maintain records of all Related Parties based on the notice / declaration received from Promoter, Promoter Group, Directors/KMP including group entities and share the same with Head- Accounts and Chief Financial Officer on a quarterly basis to monitor the transactions with them.

Any proposed Related Party Transactions that are brought to the attention of Head-Accounts or Chief Financial Officer shall be analysed, in consultation with Management of the Company and/or with an external consultant, as appropriate. The Board shall record the disclosure of interest and the Audit Committee shall determine whether the transaction does, in fact, constitute a Related Party Transactions requiring compliance with this Policy.

Identification of potential Related Party Transaction:

Each Director and Key Managerial Personnel is responsible for providing notice to the Board/Audit Committee of any potential Related Party Transaction involving him or her or his or her Relative, including any additional information about the transaction that the Board/Audit Committee may reasonably request. Upon receipt of such notice, the Audit Committee would determine whether the transaction does, in fact, constitute a Related Party Transaction requiring compliance with this policy.

Approvals related to Related Party Transactions

Audit Committee

- a. Related Party Transactions of the Company but excluding exempted transaction and subsequent material modifications thereto shall require prior approval of the Audit Committee of the Company.
- b. Related Party Transactions to which subsidiary of the Company is a party but the Company is not a party, shall require prior approval of the Audit Committee if the value of the transaction (individually or taken together with previous transactions during a financial year) exceeds ₹1 crore and exceeds the lower of:
 - i. 10% of the annual standalone turnover of the Subsidiary as per its last audited financial statements; or
 - ii. the applicable materiality threshold prescribed under Schedule XII of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the listed entity.

Provided that where the Subsidiary does not have audited financial statements for at least one year, the value of the transaction shall be compared against the lower of:

- i. 10% of the aggregate of the Subsidiary's paid-up share capital and securities premium; or
 - ii. the applicable materiality threshold prescribed under Schedule XII of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the listed entity, based on the Subsidiary's financial position as on a date not earlier than three months prior to the date of seeking approval of the Audit Committee.
- c. The Audit Committee shall while considering any Related Party Transaction be provided with all material facts, all relevant material information, including the terms of the transaction, the business



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purpose of the transaction, the benefits to the Company and to the Related Party, and any other relevant matters, as may be required for taking an informed decision. The Audit Committee while considering any Related Party Transaction can:

- i. approve the Related Party Transaction; or
 - ii. approve the Related Party Transaction on omnibus basis;
 - iii. where it is not able to approve or reject, forward its recommendation to the Board, or
 - iv. disapprove the Related Party Transaction and in such case, record the reasons for such rejection.
- d. The Audit Committee may grant omnibus approval for Related Party Transactions proposed to be entered into by the company subject to the following conditions:
- i. The Audit Committee shall lay down the criteria that shall be considered for granting omnibus approval to Related Party Transactions and such approval shall be applicable in respect of transactions which are repetitive in nature.
 - ii. The Audit Committee shall satisfy itself regarding the need for such omnibus approval and that such approval is in the interest of the Company.
 - iii. While granting omnibus approval, the Audit Committee 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;

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.

- e. Audit Committee shall review, at least on a quarterly basis, the details of Related Party Transactions entered into by the Company or its subsidiaries pursuant to each of the omnibus approval given.
- f. Such omnibus approvals shall be valid for a period not exceeding one year and shall require fresh approvals after the expiry of one year.
- g. Where the Audit Committee is not approving or rejecting any Related Party Transaction, the Committee can also decide to put up such transaction before the Board and the Board shall consider the same accordingly.
- h. Where with respect to any transaction which is proposed to be entered into with any related party, it is not clear whether such transaction will be treated as a related party, the Company may take assistance of outside counsel.
- i. Only those members of the Audit Committee who are Independent Directors shall approve any Related Party Transaction. Any member of the Committee who has a potential interest in any Related Party Transaction will recuse himself or herself and abstain from discussion and voting on the approval of the said transaction.

Board of Directors

- a. Following Related Party Transactions shall require the approval of Board:
 - I. Where the transaction is not in ordinary course of business and/ or not at Arm's Length Basis as specified in Section 188(1) of the Act, such Related Party Transaction shall require approval of the Board at their meeting as required under the Act or rules made thereunder and statutory modification or enactment thereof.



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II. Transactions other than those mentioned in (i) and/or subsequent material modifications, which are referred by the Audit Committee, shall be placed for consideration for approval of the Board.

III. Material Related Party Transactions.

b. Any Board member who has any potential interest in any Related Party Transaction will recuse themselves and abstain from discussion and voting on the approval of the said transaction.

Shareholders

Following Related Party Transactions shall require the approval of shareholders:

- I. All Material Related Party Transactions & subsequent material modifications therein can be entered into only after obtaining the prior approval of the Company's shareholders by way of a resolution, as prescribed in the Act and/or the SEBI Listing Regulations, irrespective of whether such Related Party Transactions have been entered into in the ordinary course of business of the Company or otherwise, and all Related Parties of the Company shall abstain from voting in favour of such resolution, whether they are a Related Party to the particular transaction or not.
- II. All contracts or arrangements with related parties as outlined under Section 188 of the Act, other than those entered into on an Arm's Length Basis or in the ordinary course of business shall require the approval of the shareholders of the Company by way of a resolution, as prescribed in the Companies Act if the conditions and thresholds prescribed in the Companies Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, are satisfied.

Review and Approval of Related Party Transactions

To determine the need of a Related Party Transaction, the Audit Committee will be provided with all relevant material information of the Related Party Transaction, including the terms of the transaction, the business purpose of the transaction, the benefits to the Company and to the Related Party, and such other information as required under the SEBI Listing Regulations and the Act. In determining whether to approve a Related Party Transaction, the Board/Committee will consider the following factors, among others, to the extent relevant to the Related Party Transaction:

- Whether the terms of the Related Party Transaction are fair and on Arm's Length Basis to the Company and would apply on the same basis if the transaction did not involve a Related Party;
- Whether there are any compelling business reasons for the Company to enter into the Related Party Transaction and the nature of alternative transactions, if any;
- Whether the Related Party Transaction would affect the independence of an independent director;
- Whether the proposed transaction includes any potential reputational risk issues that may arise as a result of or in connection with the proposed transaction;
- Whether the Company was notified about the Related Party Transaction before its commencement and if not, why pre-approval was not sought and whether subsequent ratification is allowed and would be detrimental to the Company; and
- Whether the Related Party Transaction would present an improper conflict of interest for any director or Key Managerial Personnel of the Company, taking into account the size of the transaction, the overall financial position of the director, Executive Officer or other Related Party, the direct or indirect nature of the director's, Key Managerial Personnel's or other Related Party's interest in the transaction and the ongoing nature of any proposed relationship and any other factors the Board/Committee deems relevant.

If the Committee determines that a Related Party Transaction should be brought before the Board, or if the Board in any case elects to review any such matter or it is mandatory under any law for Board to approve the Related Party Transaction, then the considerations set forth above shall apply to the Board's review and approval of the matter, with such modification as may be necessary or appropriate under the circumstances.

Notwithstanding the foregoing, the following Related Party Transactions shall not require approval of Audit Committee, Board or Shareholders:

- a. 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.
- b. transactions entered into between two wholly-owned subsidiaries of the listed holding company, whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval.
- c. resolution plan approved under Section 31 of the Insolvency and Bankruptcy Code, 2016 subject to the event being disclosed to the recognized stock exchanges within one day of the resolution plan being approved.
- d. Such other transactions as specified may be specified by as may be specified by SEBI Listing Regulations and/or the Act from time to time.

Related Party Transactions Not Approved Under This Policy

Subject to the provisions of the Act and the SEBI Listing Regulations, in the event the Company becomes aware of a Related Party Transaction with a Related Party that has not been approved under this Policy prior to its consummation, the matter shall be reviewed by the Audit Committee/Board, as the case may be.

The Audit Committee/Board shall consider all of the relevant facts and circumstances regarding the Related Party Transaction and shall evaluate all options available to the Company, including ratification, revision or termination of the Related Party Transaction. The Audit Committee/Board shall also examine the facts and circumstances pertaining to the failure of reporting such Related Party Transaction to the Audit Committee/Board under this Policy and shall take any such action it deems appropriate.

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:

- 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 Rs. 1 crore;
- the transaction is not material in terms of the SEBI Listing Regulations;
- rationale for inability to seek prior approval for the transaction shall be placed before the Audit Committee at the time of seeking ratification;
- the details of ratification shall be disclosed along with the disclosures of Related Party Transactions;
- relevance of business urgency and whether subsequent ratification would be detrimental to the Company or in contravention of any law.

The Audit Committee may specify any other condition in addition to the above.

The failure to seek ratification of the Audit Committee shall render the transaction voidable at the option of the 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 Company against any loss incurred by it.

In any case, where the Audit Committee determines not to ratify a Related Party Transaction that has been commenced without approval, the Committee, as appropriate, may recommend the same for approval of Board and/or direct additional actions including, but not limited to, immediate discontinuation or rescission of the transaction. In connection with any review of a Related Party Transaction, the Committee has authority to modify or waive any procedural requirements of this Policy.

If any Related Party Transaction is entered without obtaining the consent of the Board or Shareholders, as the case may be, the same is required to be ratified by the Board or the shareholders, as the case may be, within three months from the date on which such transaction was entered into. The Board shall also examine the facts and circumstances pertaining to the failure of reporting such Related Party Transaction to it under this Policy and shall take any such action it deems appropriate.

If the Related Party Transaction is not ratified by Board or Shareholders as mentioned above, such transaction shall be voidable at the option of the Board or Shareholders, as the case may be, and if the Related Party Transaction is with a party related to any director, the director concerned shall indemnify the Company against any loss incurred by it.

Disclosure of Related Party Transactions

- a. Every material Related Party Transaction or Related Party Transaction which are not on Arm's Length Basis, entered during the financial year into shall be disclosed to in the Board's report to the shareholders in such manner as may be prescribed under the relevant laws.
- b. Details of Related Party Transactions shall be submitted to the stock exchanges in the format and in accordance with the timelines, as specified by SEBI from time to time. A copy of such disclosure shall be posted on the website of the Company.
- c. The particulars of Related Party Transactions should be entered in the register(s) maintained under the Act, wherever applicable.

Provided that the remuneration and sitting fees paid by the listed entity or its subsidiary to its director, key managerial personnel or senior management, except who is part of promoter or promoter group, shall not require disclosure under this sub-regulation provided that the same is not material in terms of the provisions of sub-regulation (1) of this regulation.

Scope/ Limitation

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

Review

The Board shall review this policy at least once in every three years and if necessary shall update the same on the recommendation of the Audit Committee. Any subsequent amendment / modification in the Act or the SEBI Listing Regulations and / or any other laws in this regard shall automatically apply to this Policy.

Disclosures

This Code will be disclosed on the Company's website at <https://sdpack.in/>.

Version History

Version	Approved By	Approval Date	Effective Date
1 st Version	Board of Directors	20/08/2026	from listing the Company's shares on the stock exchanges.

Annexure A

As per Schedule XII of the SEBI Listing Regulations, a transaction 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 the following:

Consolidated Turnover of Listed Entity Threshold		Threshold
(I)	Up to Rs. 20,000 Crore	10% of the annual consolidated turnover of the listed entity
(II)	More than Rs. 20,000 Crore to upto Rs. 40,000 Crore	Rs.2,000 Crore + 5% of the annual consolidated turnover of the listed entity above Rs. 20,000 Crore
(III)	More than Rs. 40,000 Crore	Rs.3,000 Crore + 2.5% of the annual consolidated turnover of the listed entity above Rs.40,000 Crore or Rs.5,000 Crores, whichever is lower

Notwithstanding the above, 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 5% of the annual consolidated turnover of the Company as per the last audited financial statements.

In case of 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 ₹1 crore and exceeds the lower of the following:

- (i) 10% of the annual standalone turnover of the subsidiary as per the last audited financial statements of the subsidiary; or
- (ii) the threshold for material related party transactions of listed entity as specified in Schedule XII.

Provided that where the subsidiary does not have audited financial statements for at least one year, the applicable threshold shall be determined based on the lower of:

- (i) 10% of the aggregate of the subsidiary's paid-up share capital and securities premium; or
- (ii) the threshold for material Related Party Transactions of the listed entity as specified under Schedule XII,

based on the financial position of the subsidiary as on a date not earlier than three months prior to the date of seeking approval of the Audit Committee.