

**POLICY ON MATERIALITY OF RELATED PARTY
TRANSACTIONS AND ON DEALING WITH
RELATED PARTY TRANSACTIONS**

OBJECTIVES

The Board of Directors, hereinafter referred to as “the Board” of VEEDOL CORPORATION LIMITED [*formerly Tide Water Oil Co. (India) Ltd.*] (hereinafter referred to as ‘the Company’) has adopted Related Party Transactions Policy, hereinafter referred to as “this Policy” to set forth the procedures under which transactions with Related Parties and materiality thereof shall be ascertained and considered subsequently for approval. This Policy also aims to comply with the provisions of Section 188 of the Companies Act 2013 and Regulation 23 of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, as amended by Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2019 (SEBI Listing Regulations). This Policy applies to transactions between the Company and one or more of its Related Party(ies) as defined hereinbelow. It provides a framework for governance and reporting of Related Party Transactions including Material Related Party Transactions.

DEFINITIONS

The term **Related Party, Related Party Transactions and Relative** will carry the meaning as stated under the Companies Act, 2013 read with Rules made thereunder and further read with SEBI Listing Regulations.

Material Related Party Transaction means a Related Party Transaction which individually or taken together with previous transactions during the accounting year, exceeds threshold limit as stated hereinafter or such limits as may be prescribed either in the Companies Act, 2013 or the SEBI Listing Regulations, as amended from time to time, whichever is stricter.

POLICY ON RELATED PARTY TRANSACTION

1. The Company shall not enter into any transaction/contract/ arrangement or any subsequent modification thereof with a Related Party without the prior approval of the Audit Committee unless the transaction /contract/ arrangement / modification enjoys any exemption as provided under the Companies Act, 2013 or Rules made thereunder or under the SEBI Listing Regulations.
2. The Audit Committee may grant omnibus approval for Related Party Transaction proposed to be entered into by the Company, subject to the conditions as stated under Regulation 23(3) SEBI Listing Regulations.
3. In the event any contract or arrangement with a related party is not in the ordinary course of business or not at arm’s length, the Company shall comply with the provisions of the Companies Act, 2013 and the Rules framed thereunder and obtain approval of the Board or its shareholders, as applicable, for such transaction/ contract /arrangement/modification.

4. Material modification will mean and include any modification to an existing related party transaction having variance of 20% of the existing limit as sanctioned by the Audit Committee /Board/ Shareholders, as the case may be.

POLICY ON MATERIAL RELATED PARTY TRANSACTION

All Material Related Party Transactions and any subsequent material modification as defined earlier shall require prior approval of the shareholders through ordinary resolution. However, prior approval of shareholders of the Company shall not be required for such cases as may be prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended or as notified by any regulatory authority.

The explanatory statement for this purpose of such resolution should contain the particulars as stated under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time.

THRESHOLD LIMITS FOR DEALING WITH RELATED PARTY TRANSACTIONS

Sl. No.	Nature of transaction with a related party	Threshold limit till which related party transaction can be carried out with Board approval	Threshold limit till which related party transaction can be carried out with shareholders' approval (*)
a	Sale, purchase or supply of any goods or materials, directly or through appointment of agent	Upto 10% of the turnover	No upper limit
b	Selling or otherwise disposing of, or buying, property of any kind, directly or through appointment of agent	Upto 10% of net worth	No upper limit
c	Leasing of property of any kind	Upto 10% of the turnover	No upper limit
d	Availing or rendering of any services, directly or through appointment of agent	Upto 10% of the turnover	No upper limit
e	Appointment of any agent for purchase or sale of goods, materials, services or property	As stated under (a) or (b) or (c) or (d), whichever is applicable	No upper limit
f	Related party's appointment to any office or place of profit in the Company, its subsidiary company or associate company	Monthly remuneration upto Rs. 2,50,000	No upper limit

g	Underwriting the subscription of any securities or derivatives, thereof, of the Company	Upto 1% of net worth	No upper limit
h	Payment towards brand usage or royalty	Upto 5% of Annual Consolidated Turnover	No upper limit

(*) Shareholders reserve the right to specify maximum permissible limit upto which transaction with a respective related party may be carried out in a financial year, in the event whereof such permissible limit will be reckoned as threshold limit for the purpose of this policy.

Note:

1. Threshold limit shall be determined per year basis
2. 'Networth' or 'Consolidated Turnover' or 'Turnover', wherever specified shall refer to respective figures as per last audited financial statement.

The threshold limit for Board's sanction has been determined after taking into account the limits as stated under the Companies Act, 2013 vis-à-vis SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for each of the aforesaid individual items.

A related party transaction to which the subsidiary of the Company is a party but the Company is not a party, shall require prior approval of the audit committee of the Company if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year exceeds 10% per cent of the annual consolidated turnover, as per the last audited financial statements of the Company.

A related party transaction to which the subsidiary of the Company is a party but the Company is not a party, shall require prior approval of the audit committee of the Company 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

However, the provisions, referred above, shall not be applicable for transactions entered into between the Company and its WOS and transactions entered into between two WOSs of the Company.

DISCLOSURE

Disclosure will be made in the Company's Annual Report of the particulars of the transactions/contract / arrangement / modification along with the justification for entering into such transactions/contracts/arrangements / modifications with the Related Parties as a part of Board's Report. The Company shall submit to the stock exchanges disclosures of related party transactions in the format as specified by the SEBI from time to time, and publish the same on its website This Policy will also be

uploaded on the website of the Company and the web link will be provided in the Annual Report.

POLICY INTERPRETATION AND REVIEW

In case of any subsequent changes in the provisions of the Companies Act, 2013, SEBI Listing Regulations or any other regulations which makes any of the provisions in the Policy inconsistent with the Act or regulations, the provisions of the Act or regulations would prevail over the Policy and the provisions in the Policy would be modified in due course to make it consistent with law. This Policy shall be reviewed by the Audit Committee as and when any changes are to be incorporated in the Policy due to change in regulations or as may be felt appropriate by the Committee. Any changes or modification on the Policy as recommended by the Committee would be presented for approval of the Board of Directors.