



HOLDINGS AND VENTURES

SORIL Holdings and Ventures Limited

(formerly Indiabulls Wholesale Services Limited)

(CIN: L51101DL2007PLC166209)

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Policy for Dealing with Related Party Transactions

OBJECTIVE

SORIL Holdings and Ventures Limited (formerly Indiabulls Wholesale Services Limited) (the “Company”), has adopted the following policy (the “policy”) and procedures with regard to Related Party Transactions (“RPTs”), which has been framed as per the requirement of Clause 49 of the Listing Agreement. The Audit Committee shall review and amend this policy, from time to time, if so require.

The objective of this policy and procedure is to ensure that transactions between the Company and its related parties are based on principles of transparency and arm’s length pricing. Therefore, this policy aims at preventing and providing guidance in situations of potential conflict of interests in the implementation of transactions involving such related parties.

1. DEFINITIONS

a) “Audit Committee” means Committee of Board of Directors of the Company constituted under provisions of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement with the Stock Exchanges.

b) “Related Party” shall mean a person or entity that is related to the company as defined under Section 2(76) of the Companies Act, 2013 or under Clause 49 (VII) of the Listing Agreement with the Stock Exchanges, as may be amended, from time to time.

c) “Related Party Transaction” shall mean all transactions as per Clause 49 (VII) of the Listing Agreement with the Stock Exchanges as may be amended from time to time.

d) “Material transaction” shall have the same meaning as defined under the Listing Agreement with the Stock Exchanges.

e) “Arm’s 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.

f) **“Annual Consolidated Turnover”** is defined as Total Income (including other income) of the last audited Consolidated Financial Statements of the Company.

2. POLICY

All RPTs must be referred for prior approval of the Audit Committee.

3. REVIEW AND APPROVAL OF RELATED PARTY TRANSACTIONS

Every RPT shall be subject to the prior approval of the Audit Committee whether at a meeting or by resolution by way of circulation.

Wherever required, to ensure compliance of the provisions of the Companies Act, 2013 and the Listing Agreement, the RPTs shall be subject to Board’s and / or Shareholders’ approval.

Any member of the Audit Committee who has a potential interest in any RPT shall abstain from discussion and voting on the approval of the RPT.

General Guidance for approval of Related Party Transactions

The Audit Committee shall be provided with the relevant information of RPTs in accordance with the requirements of Clause 49 of the Listing Agreement or under Rule 15 (1) of the Companies (Meetings of Board and its Powers) Rules, 2014, as may be amended from time to time, or as requested by the Audit Committee.

In determining whether to approve a RPT, the Audit Committee shall consider (among other aspects it deems relevant), if there are clearly demonstrable reasons from the Company’s business point of view, to enter into a transaction with a Related Party.

4. OMNIBUS APPROVAL BY AUDIT COMMITTEE FOR RELATED PARTY TRANSACTIONS

The Audit Committee may grant omnibus approval for RPTs, which are repetitive in nature and are proposed to be entered into by the Company. Omnibus approval shall be valid for a period of one year.

5. RELATED PARTY TRANSACTIONS NOT APPROVED UNDER THIS POLICY

In the event the Company becomes aware of a RPT with a Related Party that has not been approved under this Policy prior to its consummation, the Company would obtain post facto approval from the Audit Committee.

In case the Company is not able to take prior approval from the Audit Committee, such a transaction shall not be deemed to violate this Policy, or be invalid or unenforceable, so long as the transaction is informed to the Audit Committee as promptly as reasonably practical after it

is entered into or after it becomes reasonably apparent that the transaction is covered by this policy.

The Audit Committee shall consider all relevant facts and circumstances regarding the RPT and shall evaluate all options available to the Company, including ratification, revision or termination of the RPT.

6. DISCLOSURE OF THE POLICY

This Policy will be uploaded in the website of the Company at www.sorilholdings.com

The Company shall ensure compliance of all requirements applicable to RPTs, as may be required, in terms of Clause 49 of the Listing Agreement or any other law for the time being in force.

7. POLICY REVIEW

This Policy is framed based on the provisions of Clause 49 of the Listing Agreement with the stock exchanges, amended in terms of SEBI Circular No. CIR/CFD/POLICY CELL/2/2014 dated 17thApril 2014 read with SEBI Circular No. CIR/CFD/POLICY CELL/7/2014 dated 15thSeptember 2014. In case of any subsequent changes in the provisions of the Listing Agreement or the Companies Act, 2013 and Rules made thereunder (Act), then the amended Listing Agreement/Act would prevail over the Policy and the provisions in the Policy would be suitably modified in due course to make it consistent with law.