

Related Party Transaction Policy

PREAMBLE :

Madhuri Exports Limited (MEL) in consonance to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and related provisions of the Companies Act, 2013 recognizes the potential conflict of interest between the Company and its stakeholders in case the Company enters into contracts/arrangements with its related party and considering such transactions are at the best interest of both the parties in the given situation.

POLICY OF THE COMPANY:

1. The term of related party transactions and materiality of the same shall be deemed to be as defined under Regulation 23 and the provisions of the Companies Act, 2013 and as applicable to the Company and its alike transactions as on date and any amendment thereto from time to time of the respective laws.
2. All the transaction with the related parties would be entered with the prior approval of the Audit Committee unless such transactions entered into under omnibus approval of the Audit committee due to repetitive transactions of the same nature and with the same related party as may permitted.
3. All the related party contracts / arrangements shall be entered into at an Arms' length basis.
4. In case of market price of any transactions/arrangements are not available or cannot be ascertained and could not be executed with outsiders due to secrecy of the nature of products or formula, such transactions shall be done as far as possible to the nearing market price and after citing justification to the Audit committee for such transaction and necessity.
5. All contracts/arrangements shall adhere to the requirement of the SEBI (LODR) Regulations, 2015, the provisions of the Companies Act, 2013 and rules made thereunder and the Accounting Standards.
6. A maximum sum of Rs. 1.00 crores during the financial year has been capped under omnibus approval by the Audit Committee for the transactions of repetitive nature and with the same related party. All such transactions shall be reviewed by the committee on quarterly basis. Such omnibus approvals shall be valid for a period not exceeding one year and shall require fresh approvals after the expiry of one year.
7. If any contract or arrangement is entered by a Director or any employee without the consent of the Board or without the approval in General Meeting due to some

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urgency, it shall be **ratified** by the Board or General Meeting by means of an Ordinary Resolution within **3 months**, as the case may be.

8. In case of the contracts / arrangements with related party is not in the ordinary course of business or at Arm's Length, the Company would comply with the respective provisions of the Companies Act, 2013 and rules made thereunder.
9. All the material related party transactions above the threshold limits, other than exempted wholly owned subsidiary shall be taken approval from the respective authority as may be required by the respective law prevailed from time to time.

This policy is meant to provide a framework to regulate transactions between the Company and its related parties based on applicable laws and regulations. The Audit Committee and the Board of Directors will review this policy periodically and may amend or modify the Policy accordingly, from time to time.

The aforesaid policy has been approved by the Board of Directors of the Company in its meeting held on 16th January, 2026.