

SUNPOINT TRADING LIMITED

(CIN: L46109GJ1988PLC010293)

Regd. Office: 3, Ravipushp Apartment, B/s. Navneet House, Memnagar, Ahmedabad-380052
Tel.: (079) 27496313 Email: sfgl.1988@gmail.com

POLICY ON RELATED PARTY TRANSACTIONS

1. PREAMBLE:

The Board of Directors (“the Board”) has adopted this Policy upon recommendation of the Audit Committee. This Policy is intended to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties. This policy specifically deals with the review and approval of Material Related Party Transactions keeping in mind the potential or actual conflicts of interest that may arise because of entering into these transactions.

2. PURPOSE:

This Policy is framed based on the requirements of the Listing Agreement entered into by the Company with the Stock Exchanges and also to comply with the provisions of Section 188 of the Companies Act, 2013 read with applicable Rules and is intended to ensure the governance and reporting of the Related Party Transactions (RPTs) between the Company and its Related Parties.

3. DEFINITIONS:

"Act": means the Companies Act, 2013 and the Rules framed thereunder including any modifications, amendments, clarifications, circulars or re-enactments thereof from time to time.

“Arms 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.

"Audit Committee or Committee" shall have the same meaning as defined under Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

“Board of Directors” or **“Board”** means the Board of Directors of the Company.

“Company” means Sunpoint Trading Limited.

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“Key Managerial Personnel” means Key Managerial Personnel of the Company in terms of the Companies Act, 2013 and the Rules made thereunder.

“Material Related Party Transaction” means a Related Party Transaction which individually or taken together with previous transactions during a financial year, exceeds 10% of the Annual consolidated Turnover of the Company as per the last Audited Financial Statements of the Company.

“Policy” means current Related Party Transaction Policy of the Company including amendments, if any, from time to time.

“Related Party” means a related party as defined under the Act read with Clause 49 of the Listing Agreement and as amended from time to time.

“Related Party Transaction(s) or RPTs” means any transaction as defined under the Act, Rules made thereunder the Act and Clause 49 of the Listing Agreement from time to time.

“Relative” means a relative as defined under the Act.

“Transaction” with a Related Party shall be construed to include single transaction or a group of transactions in a contract.

4. IDENTIFICATION OF RPTs:

All Related Party Transactions must be brought to the notice of the Audit Committee of the Company.

Any employee of the Company who is aware of any transaction that is or may be perceived to be a Related Party Transaction is required to bring the same to the attention of the Audit Committee of the Company through Company Secretary.

All Directors, Members of the Management Committee and Key Managerial Personnel (KMPs) are responsible for informing the Company of their interest (including interest of their Relatives) in other companies, firms or concerns at the beginning of every financial year and any change in such interest during the year. In addition, all Directors, Members of the Management Committee and KMPs are responsible for providing notice to the Company Secretary of any potential Related Party Transaction involving him/her or his or her

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relative, including any additional information about the transaction that the Audit Committee may request. The Board shall record the disclosure of interest and the Audit Committee will determine whether the transaction is in the ordinary course of business and on an arm's length basis.

Such notice of any potential Related Party Transaction should be given well in advance so that the Company Secretary has adequate time to obtain and review information about the proposed transaction and to refer it to the Audit Committee.

5. REVIEW AND APPROVAL OF RPTs:

Audit Committee: Every Related Party Transaction shall be subject to prior approval of the Audit Committee whether at a meeting or by resolution by circulation. However, the Audit Committee may grant omnibus approval for RPTs proposed to be entered