

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

MARSONS LIMITED

Regd. Off: Marsons House, Budge Budge Trunk Road, Vill. – Chakmir, P. O. Maheshtala,
Kolkata- 700 142

Approved By: Board of Directors

Date: 14th November' 2015

MARSONS LIMITED

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

1. INTRODUCTION

Pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Hereinafter called as “**The Regulations**”) every listed Company shall frame a policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions. Marsons Limited (the “Company”) recognizes that related party transactions can present potential or actual conflicts of interest and may raise questions about whether such transactions are consistent with the Company's and its stakeholders' best interests.

2. DEALING WITH RELATED PARTY TRANSACTIONS

2.1 All related party contracts / arrangements shall be entered on arms' length basis.

2.2 In exceptional circumstances, where permitted by law, related party contracts /arrangements may deviate from the principle of arm's length, after approval from Audit Committee.

2.3 All related party contract / arrangements shall comply with the Companies Act, 2013.

2.4 All related party contract / arrangements shall comply with Listing Agreement.

2.5 All related party contract / arrangements shall comply with Accounting Standards.

2.6 All domestic related party contracts / arrangements shall, wherever applicable, comply with Domestic Transfer Pricing Requirement under section 92BA of Income Tax Act, 1961 including certification from independent accountants under the Transfer Pricing Regulations.

2.7 All international related party contract / arrangements shall comply with International Transfer Pricing Requirement under section 92B of Income Tax Act, 1961 including certification from independent accountants under the Transfer Pricing Regulations.

2.8 Approval of Audit Committee shall be taken for related party contracts / arrangements as required under the Companies Act and Listing Agreement.

This policy sets definition of materiality of related party transactions and dealing with related party transactions.

3. SCOPE & INCLUSION

3.1 Materiality of related party transactions

Contracts / arrangements with a related party shall be considered as “material related party contracts / arrangements if the transactions during a financial year under such contracts / arrangements exceed the threshold prescribed by SEBI Circular -CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014 or any amendment thereof.