

RELATED PARTY TRANSACTION POLICY

1. Preamble

The Board of Directors (the "Board") of Supreme Holdings & Hospitality (India) Ltd. (the "Company") has adopted the following policy and procedures with regard to Related Party Transactions as defined below. The Board of Directors of the company shall review and may amend this policy at least once in every three years.

This policy is to regulate transactions between the Company and its Related Parties based on the applicable laws and regulations applicable to the Company.

2. Purpose

This policy is framed pursuant to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("Listing Regulations"). The Listing Regulations mandates every Listed Company to formulate a Policy on dealing with the Material Related Party Transactions and shall apply to all the transactions entered into by the Company with its Related Parties as per the applicable laws and regulations.

3. Materiality of Related Party Transactions

A transaction with a related party shall be considered as "Material" if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed ten percent of the annual consolidated turnover of the Company as per the last audited financial statement of the Company.

A transactions involving payments made to related party with respect to brand usage or royalty shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds two percent of the annual consolidated turnover of the Comapny as per the last audited financial statement of the Company.

4. Policy

- 4.1 All related party transactions shall be in compliance with the provisions of the Companies Act, 2013 (The "Act"), Listing Regulations, applicable accounting standards and all other applicable laws as amended from time to time.
- 4.2 The Company shall not enter into any transaction(s) with a related party without the approval of the Audit Committee. Prior approval of the Audit Committee shall be obtained for all Related Party Transactions other than those with Wholly Owned Subsidiaries (whose accounts are consolidated with the Company and placed before the Shareholders at the general meeting for approval.
- 4.3 In the event, any transaction(s) with a related party is not in the ordinary course of business or 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 contract or arrangement.
- 4.4 All material Related Party Transactions, other than those with Exempted Wholly Owned Subsidiaries, will be placed for approval of the Shareholders of the Company.

*** Note: This policy has been amended and approved by the Board of Directors in their meeting held on 28th March, 2019**