POLICY ON RELATED PARTY TRANSACTION

1. INTRODUCTION

In pursuance of Clause 49 of the Listing Agreement with Stock Exchange where the shares of Moulin Commercial Limited are listed, the Company is required to formulate a policy on materiality of related party transactions and also on dealing with related party transactions. Accordingly the Board of Directors of the Company at its meeting held on 14 February 2015approved and adopted the policy.

The related party transactions are regulated by the Companies Act, 2013, the Rules framed thereunder and the Listing Agreement (collectively referred to as "Statutory Provisions"). Incase any provisions of this policy are contrary to or inconsistent with the Statutory Provisions, the Statutory Provisions shall prevail.

2. DEFINITIONS

2.1. "Act" means the Companies Act, 2013 or any statutory modification or re-enactmentthereof.
2.2. "Audit Committee" means the committee of Board of Directors constituted inpursuance of Section 177 of the Act and Clause 49 of Listing Agreement.
2.3. "Board" means the Board of Directors of the Company.
2.4. "Key Managerial Personnel" means the person(s) appointed as such in pursuance ofSection 203 read with Section 2(51) of the Act.
2.5. "CFO" means Chief Financial Officer of the Company appointed in pursuance of Section203 and Rules framed there under of the Act and designated as Key Managerial Person.
2.6. "Material Related Party Transaction" shall have the meaning as ascribed in Clause 3.2 hereof.
2.7. "Related Party" means an entity which is a related party under Section 2(76) of the Act or under the applicable accounting standards.
2.8. "Related Party Transaction" shall mean a transaction between the Company and a Related Party under Clause 49(VII) of Listing Agreement and/or Section 188 of the Act read with the Rules, as amended from time to time.
2.9. "Rules" means the Rules framed under the Act.
2.10 **"Specified RPT"** shall have the meaning as ascribed in Clause 3.3.6 hereof

3. PROCEDURE

3.1. Identification of Related Parties

On the basis of the disclosures made by Directors and Key Managerial Personnel, the Company shall compile the list of Related Parties. Such list shall be updated based on the disclosures received from the Directors and Key Managerial Personnel from time to time.

3.2. Material Related Party Transaction

A Related Party Transaction shall be considered material ("Material Related Party Transaction") if the transaction or transactions to be entered into 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.

3.3. Review and approval of Related Party Transactions

3.3.1. All Related Party Transactions shall require prior approval of the Audit Committee. It is clarified that any modification/renewal of an existing Related Party Transaction shall also require approval of Audit Committee in the manner mentioned above.

3.3.2. The Audit Committee may grant omnibus approval to one or more proposed Related Party Transactions,

which are of repetitive nature and where exact volume or price of the transaction cannot be ascertained at the time of approval.

3.3.3 The information in respect of proposed Related Party Transactions along with complete details should be submitted by the concerned departments / divisions of the Company to the CFO well in advance. '

3.3.4 The CFO shall review the information and details of the proposed Related Party Transaction and prepare a detailed note. The note so prepared by the CFO shall be circulated to the Audit Committee members for their approval of the concernedRelated Party Transaction.

3.3.5 Each Material Related Party Transaction shall also require prior approval of the Boardand shareholders of the Company, in accordance with the relevant provisions of the Listing Agreement, the Act or the Rules, as may be applicable.

3.3.6 In case a Related Party Transaction under the Act is either 'not on an arm's length basis' or 'not in the ordinary course of business' ("Specified RPT"), such Related Party Transaction shall also require approval of Board of Directors of the Company.

It is clarified that all Material Related Party Transactions shall require approval of the shareholders as prescribed under Clause 3.3.5 hereof even if such Related Party Transactions are on an arm's length basis and in the ordinary course of business.

4. RELATED PARTY TRANSACTIONS NOT APPROVED UNDER THE POLICY

In case the Audit Committee becomes aware of any Related Party Transaction that has not been approved under the Policy, the matter shall be reviewed by the Audit Committee. The Audit Committee shall consider all the relevant facts and circumstances regarding the Related Party Transaction and shall evaluate all options available to the Company, includingratification, revision or termination of the said Related Party Transaction. The Audit Committee may examine, the facts and circumstances of the case and take such action as it may deem appropriate.

5. DISCLOSURE OF RELATED PARTY TRANSACTIQNS

5.1 The particulars of Related Party Transactions shall be disclosed in such manner as may be prescribed under Clause 49 of the Listing Agreement, the Act and Rules, from time to time.

5.2. The particulars of Related Party Transactions should be entered in the register(s) maintained under the Act, wherever applicable.

5.3 The Company shall host this Policy on its website and a web-link thereto shall beprovided in the Annual Report of the Company.

6. AMENDMENT

This Policy can be amended, modified or revised from time to time and if there is no bar under the Listing Agreement or the Act, then the same can be abrogated by the Board of Directors of the Company.