

RELATED PARTY
TRANSACTION
POLICY

NAGA DHUNSERI GROUP LIMITED

CIN: L01132WB1918PLC003029

RELATED PARTY TRANSACTION POLICY

Preamble

The Related Party Transaction Policy (RPT Policy) is framed as per the requirements of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and applicable provisions of the Companies Act, 2013 (the Act) and intended to ensure the proper approval and reporting of transactions between the Company and its Related Parties. Such transactions are appropriate only if they are in the best interest of the Company and its shareholders.

Provisions of the RPT Policy are designed to govern the transparency of approval process and disclosures requirements to ensure fairness in the conduct of Related Party transactions, in terms of the applicable laws.

The Audit Committee shall review, approve and ratify Related Party Transactions based on the RPT Policy in terms of the requirements under the above provisions.

The Board of Directors reserves the power to review and amend the RPT Policy from time to time. Any exceptions to the RPT Policy on Related Party Transactions must be consistent with the Act including the Rules promulgated thereunder and Regulation 23 of the Listing Regulations and must be approved in the manner as may be decided by the Board of Directors.

Definitions

- 1) **Act** means the Companies Act, 2013 and includes any amendment thereof.
- 2) **Arm's 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.
- 3) **Associate Company** in relation to another company, means a company in which that other company has a significant influence, but which is not a subsidiary company of the company having such influence and includes a joint venture company.

Explanation - For the purpose of this clause, "significant influence" means control of at least 20% of total voting power, or control of or participation in business decisions under an agreement.

Explanation - For the purpose of this clause, "joint venture" means a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement

- 4) **Audit Committee or Committee** means Committee of Board of Directors of the Company constituted under provisions of Listing Regulations and Act.
- 5) **Board** means the Board of Directors of the Company.
- 6) **Control** shall have the same meaning as defined in SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and under the provisions of the Act (as amended from time to time).

- 7) **Key Managerial Personnel or “KMP”** means the Key Managerial Personnel of the Company as defined under the Act (as amended from time to time), and includes:
- a. Chief Executive Officer or the Managing / Executive Director or the Manager;
 - b. Whole-Time Director;
 - c. Chief Financial Officer;
 - d. Company Secretary and
 - e. Such other Officer(s) as may be prescribed under the Act/ Listing Regulations.
- 8) **Material Related Party Transaction** means a transaction as defined under Listing Regulations and / or the Act, as may be applicable from time to time.
- 9) **Related Party** means Related Party as defined in Regulation 2(1)(zb) of the Listing Regulations, which inter alia provides that a “Related Party” means a Related Party as defined under Section 2(76) of the Act, or under the applicable accounting standards.
- 10) **Relative** means relative as defined under the Act, SEBI Listing Regulation, and/ or under the applicable accounting standards, or as may be amended by the SEBI from time to time.
- 11) **Related Party Transactions** are the transactions / contracts / arrangement between the Company and its related parties which fall under one or more of the following headings:

As per Section 188 of the Act:

- a) Sale, purchase or supply of any goods or materials;
- b) Selling or otherwise disposing of, or buying, property of any kind;
- c) Leasing of property of any kind;
- d) Availing or rendering of any services;
- e) Appointment of any agent for purchase or sale of goods, materials, services or property;
- f) Such Related Party's appointment to any office or place of profit in the Company, its subsidiary Company or associate Company; and
- g) Underwriting the subscription of any securities or derivatives thereof, of the Company.

As per Regulation 2(1)(zc) of Listing Regulations, “Related Party transaction” means a related party transaction as a transaction involving a transfer of resource(s), service(s) or obligation(s) between:

- a. the Company or any of its subsidiaries on one hand and a Related Party of the Company or any of its subsidiaries on the other hand; and
- b. the Company or any of its subsidiaries on one hand, and any other person or entity on the other hand, the purpose and effect of which is to benefit a Related Party of the Company or any of its subsidiaries, effective April 1, 2023.

regardless of whether a price is charged and a “Transaction” with a related party shall be construed to include a single transaction or a group of transactions in a contract.

Provided that the following shall not be treated as Related Party Transactions:

- a. the issue of specified securities on a preferential basis, subject to compliance of the requirements under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- b. the following corporate actions by the Company which are uniformly applicable/offered to all shareholders in proportion to their shareholding:

- i. payment of dividend;
- ii. subdivision or consolidation of securities;
- iii. issuance of securities by way of a rights issue or a bonus issue; and
- iv. buy-back of securities.

c. acceptance of fixed deposits by banks / Non-Banking Finance Companies at the terms uniformly applicable / offered to all shareholders/public, subject to disclosure of the same along with the disclosure of related party transactions every six months to the stock exchange(s), in the format as specified by the Board: Provided further that this definition shall not be applicable for the units issued by mutual funds which are listed on a recognized stock exchange.

12) **Ordinary Course of Business** means a transaction which is: -

- i. Carried out in the normal course of business envisaged in accordance with the Memorandum of Association of the Company as amended from time to time;
- ii. Historical practice with a pattern of frequency; or
- iii. Common commercial practice; or
- iv. Meets any other parameters/criteria as decided by Board/Audit Committee.

All capitalized terms used in this Policy but not defined herein shall have the meaning assigned to such term in the Act and the Rules thereunder and Listing Regulations as amended from time to time. Also, in case of any subsequent changes in the provisions of the Act, Listing Regulations or any other regulations which may make any of the provisions in the Policy inconsistent with such regulations, then the provisions of such Act, Regulations/Rules shall prevail over this Policy.

Details required for ascertaining Related Party

The following details shall be required:

1. Declaration / Disclosure of interest by all the Directors and KMPs' in form MBP-1.
2. Declaration of relatives by all Directors and KMPs'.
3. Declaration about a firm in which a Director / Manager or his relative is a partner.
4. Declaration about a Private Company in which a Director or Manager or his relative is a member or Director.
5. Declaration regarding a Public Company in which a Director or Manager is a Director and holds along with the relatives more than 2% of the paid-up share capital.
6. Notices from Directors of any change in particulars of Directorship or in other positions during the year.
7. Declaration by Holding Company regarding its Directors / KMPs' and their relatives.
8. Details of any Body Corporate whose Board of Directors, Managing Director or Manager is accustomed to act in accordance with the advice, directions or instructions (except those given in a professional capacity) of a Director or manager of the Company.
9. Details of any person on whose advice, directions or instructions (except those given in a professional capacity) a Director or Manager is accustomed to act:
10. Details of any Body Corporate which is
 - a) a holding, subsidiary or an associate Company of such Company; or
 - b) a subsidiary of a holding Company to which it is also a subsidiary;
 - c) an Investing Company or the venturer of the Company.

Identification of Potential Related Party Transactions

The Company Secretary shall at all times maintain a database of Company's Related Parties containing the names of individuals and Companies, identified on the basis of the definition set forth in Definition Clause 3 & 4 above, along with their personal / Company details including any revisions therein.

The Related Party List shall be updated whenever necessary and shall be reviewed at least once a year, as on 1st April every year.

The Company Secretary shall circulate the aforesaid list to the Chief Financial Officer who shall collate the information, coordinate and send the Related Party List to the concerned he believes might be in the position to conduct or know of the possible conduct of Related Party Transactions.

For the purpose of implementing the provisions under this Policy, the Board and the Audit Committee of the Company shall receive timely, full and sufficient information about the Transactions covered under this Policy.

In determining, whether to approve or not a Related Party Transaction, the Board will take into account, among other factors, recommendations of the Audit Committee, whether the said Transaction is in the interest of the Company and its stakeholders and there is no actual or potential conflict of interests between the related parties.

Review and Approval of Related Party Transactions

- **Approval by the Audit Committee**

All Related Party Transactions shall be reported to the Audit Committee and referred for approval by the Committee in accordance with this Policy.

All Related Party Transactions and subsequent Material Modifications where the Company is a party requires prior approval of the Audit Committee. Only those members of the Audit Committee who are independent directors shall approve Related Party Transactions.

Individual transactions with Related Parties, which are not in Ordinary Course of Business and not on an arm's length basis and all material related party Transactions, shall be accompanied with Management's justification for the same.

Before approving such transactions, the Committee will look into the interest of the Company and its stakeholders in carrying out the Transactions and on the benefits. The Committee may accordingly approve or modify such transactions, in accordance with this policy and/or recommend the same to the Board and/or Shareholders for final approval, as the case may be.

Each Director and Key Managerial Personnel (KMPs) is responsible for providing notice to the Company of any potential Related Party Transaction where he may be considered interested. Audit Committee will determine whether a transaction does, in fact, constitute a Related Party Transaction requiring compliance with the RPT Policy. The Directors and KMPs will ensure that their notice of any potential Related Party Transaction is delivered well in advance so that the Audit Committee has adequate time to obtain and review information about the proposed transaction.

- **Omnibus Approval**

The Audit Committee shall satisfy itself the need for such omnibus approval and that such approval is in the interest of the Company.

For omnibus approval, The Audit Committee shall specify:

- (i) the name(s) of the related party, nature of transaction, period of transaction, maximum amount of transactions that shall be entered into,
- (ii) the indicative base price / current contracted price and the formula for variation in the price if any; and
- (iii) such other conditions as the audit committee may deem fit:

and where the need for related party transaction cannot be foreseen and aforesaid details are not available, Audit Committee may grant omnibus approval for such transactions subject to their value not exceeding rupees one crore per transaction.

The Audit Committee, shall review at least on a quarterly basis, the details of RPTs entered into by the Company relating to every omnibus approval given.

The omnibus approval shall be valid for a period not exceeding one financial year and shall require fresh approval for every subsequent financial year.

- **Material Related Party transactions and subsequent material modifications**

All material Related Party Transactions and /or their modifications exceeding the materiality threshold limits as prescribed in the Act/Listing Regulations) shall require prior approval of the shareholders of the Company. None of the related parties of a Company shall vote to approve on such resolution irrespective of whether the entity is a related party to the particular transaction or not (Related Parties can cast only negative vote to reject the shareholders' resolution on material RPT).

a. The threshold limit for **material related party transactions** (all transactions taken together in a financial year) shall be, any transaction exceeding rupees one thousand crores or 10% of the annual consolidated turnover of the Company, whichever is lower, as per the last audited financial statement of the Company as prescribed under Regulation 23 of the SEBI (LODR) Regulations, 2015.

b. Royalty / brand usage payment to a related party (all transactions taken together in a financial year) shall deemed to be material if the transactions exceed 5% of the annual consolidated turnover of the Company as per the last audited financial statement of the Company or such higher limit as prescribed u/r 23(1) of the LODR.

Material Modifications means a modification to the Related Party Transaction which substantially changes the nature / tenure of the transaction as considered by the Audit Committee while approving the transaction at the first instance.

Change/Variation/modification in an existing related party transaction/contract/ arrangement (apart from the above as mentioned in point (a), the financial effect of which is an increase in the per annum value /rate of the relevant related party transaction/contract/arrangement by 20% or Rupees Ten crores, whichever is higher.

Explanation:1 - Omnibus approvals as approved by Audit Committee, re-imburements as per the agreements entered into and approved by the Audit Committee as arm's length basis, and shall not constitute modification.

Explanation: 2 - The provisions of sub-regulations (2), (3) and (4) of Regulation 23 of SEBI LODR, 2015 shall not be applicable for the transactions entered into between a holding company and its wholly owned subsidiary whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval.

- **Approval from the Shareholders**

All the transactions with related parties exceeding the materiality thresholds prior approval of the shareholders of the Company. For this purpose, none of the related parties of the Company shall vote to approve on such shareholders' resolution irrespective of whether the entity is a related party to the particular transaction or not.

In addition to the above, all kinds of transactions specified under Section 188 of the Act which (a) are not at Arm's Length or not in the ordinary course of business; and (b) exceed the thresholds laid down in Companies (Meetings of Board and its Powers) Rules, 2014 are placed before the shareholders for its approval.

However, the requirement of shareholders' approval for Material Related Party Transactions shall not be applicable for the following cases:

- transactions in respect of a resolution plan approved under section 31 of the Insolvency and Bankruptcy Code (IBC) 2016, subject to the event being disclosed to recognized stock exchange within one day of the resolution plan being approved.
- transactions entered into between the Company and its wholly owned subsidiary whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval.

Registers & Disclosures

The Company shall keep and maintain a register, physically or electronically, as may be decided by the Board of Directors, giving separately the particulars of all contracts or arrangements to which this policy applies and such register is placed/taken note of before the meeting of the Board of Directors.

Every Director or Key Managerial Personnel shall, within a period of thirty days of his appointment, or relinquishment of his office in other Companies, as the case may be, disclose to the Company the particulars relating to his/her concern or interest in the other associations which are required to be included in the register maintained.

The Company shall maintain such register in the Head Office of the Company and provide extracts from such register to a member of the Company on his request, within seven days from the date on which such request is made upon the payment of such fee as may be specified in the articles of the Company but not exceeding ten rupees per page.

The register to be kept under this section shall also be produced at the commencement of every Annual General Meeting of the Company and shall remain open and accessible during the continuance of the meeting to any person having the right to attend the meeting.

The register shall be preserved permanently and shall be kept in the custody of the Company Secretary of the Company or any other person authorized by the Board for the purpose.

Details of all material transactions with related parties are to be disclosed quarterly along with the compliance report on corporate governance.

The Company shall disclose the contract or arrangements entered into with the Related Party in the Board Report to the shareholders along with the justification for entering into such contract or arrangement.

The Company shall disclose this policy relating to Related Party Transactions on its website and also a web link thereto shall be provided in the Annual Report.

The Company shall submit to the Stock Exchange disclosures of related party transactions in the format as specified by the Board from time to time and publish the same on its website as per Regulation 23 of Listing Regulations.

Limitation and Amendment

In the event of any conflict between the provisions of this Policy and of the Act or Listing Regulations or any other statutory enactments, rules, the provisions of such Act or Listing Regulations or statutory enactments, rules shall prevail over this Policy. Any subsequent amendment / modification in the Listing Regulations, Act and/or applicable laws in this regard shall automatically apply to this Policy.

This policy has been amended by the Board of Directors of the Company in its meeting held on 14th February, 2023.