

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

## **NILACHAL REFRACTORIES LIMITED**

### **TITLE:**

This Policy shall be called 'Policy on materiality of Related Party Transactions and dealing with Related Party Transactions'.

### **COMMENCEMENT:**

The Policy shall come into effect from 1<sup>ST</sup> October 2015.

### **OBJECTIVE:**

Related Party Transactions have been one of the major areas of focus for the corporate governance reforms being initiated by Indian legislature.

The changes introduced in the Corporate Governance norms through the Companies Act, 2013 and the Regulation 23 of LODR Regulations, 2015 require the companies to have enhanced transparency and due process for approval of the Related Party Transactions.

One such requirement is that the companies are required to formulate a policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions.

### **DEFINITIONS:**

“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.

“Audit Committee” means the audit committee constituted by the Board of Directors of the Company in accordance with applicable law, including the listing agreement and the Companies Act, 2013.

“Board” means the Board of Directors of NILACHAL REFRACTORIES LIMITED.

“Company” means NILACHAL REFRACTORIES LIMITED

“Material Related Party Transaction” means a transaction with a Related Party where the transaction/transactions to be entered into individually or taken together with previous transactions with a Related Party during a financial year, exceeds ten percent of the consolidated annual turnover of the Company as per the last audited financial statements of the Company.

“Policy” means this Policy, as amended from time to time.

“Related Party” in relation to the Company means a party related with the Company in any of the ways as are laid down in section 2(76) of the Companies Act, 2013 and Regulation 23 of LODR Regulations, 2015 as amended from time to time.

“Related Party Transaction” in relation to the Company means a transaction with a Related Party under the relevant provisions of the Companies Act, 2013 or SEBI LODR Regulations, 2015 or any other related law, regulation, standard etc.

#### APPROVAL OF RELATED PARTY TRANSACTIONS

Every Related Party Transaction entered into with effect from 1<sup>st</sup> October, 2015 shall be subject to approval of the Audit Committee. The approval of the Audit Committee can be granted by way of a circular resolution.

The Board shall approve such Related Party Transactions as are required to be approved under Companies Act, 2013 and/or SEBI LODR Regulations, 2015 and/or transactions referred to it by the Audit Committee.

Where any director is interested in any Related Party Transaction, such director will abstain from discussion and voting on the subject matter of the resolution relating to such Transaction.

Further, all Material Related Party Transactions shall require approval of shareholders of the Company through special resolution (unless it is exempted pursuant to the provisions of SEBI LODR Regulations, 2015 and the Related Parties shall abstain from voting on such resolution(s).

All Related Party Transactions (other than Material Related Party Transactions) pursuant to section 188 of the Companies Act, 2013 which are not in the ordinary course of business or not an Arms' length transaction and cross the threshold limits prescribed under Companies Act, 2013 shall also require the approval of shareholders of the Company through special resolution and the Related Parties shall abstain from voting on such resolution(s).

The approval mechanism for Related Party Transactions shall be as stipulated in the provisions of listing agreement and/or Companies Act, 2013 and as amended from time to time.

#### AMENDMENTS:

The Board shall have the power to amend any of the provisions of this Policy, substitute any of the provisions with a new provision or replace this Policy entirely with a new Policy.

#### INTERPRETATION:

a) Any words used in this policy but not defined herein shall have the same meaning ascribed to it in the Companies Act, 2013 or Rules made thereunder, SEBI Act or Rules and Regulations made thereunder, SEBI LODR Regulations, 2015, Accounting Standards or any other relevant legislation / law applicable to the Company.

b) In case of any dispute or difference upon the meaning/interpretation of any word or provision in this Policy, the same shall be referred to the Audit Committee and the decision of the Audit Committee in such a case shall be final. In interpreting such term / provision, the Audit Committee may seek the help of any of the officers of the Company or an outside expert as it deems fit.

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Above Policy Recommended by Audit Committee at its meeting held on 14-11-2015

Above Policy approved by Board at its meeting held on 14-11-2015

Effective Date for Policy: 1-10-2015