

# **POLICY ON MATERIALITY AND DEALING WITH RELATED PARTY TRANSACTIONS (RPT)**

Of

**DHATRE UDYOG LIMITED**

**(Formerly Known as Narayani Steels Limited)**

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(FORMERLY NARAYANI STEELS LIMITED)

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**Factory:** D.No: Survey No: 202/31-38 Modavalsa, Village: Denkada Mandal, Vizianagaram : 535006

**CIN : L24319WB1996PLC82021**

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**1. SCOPE AND PURPOSE**

Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 provide for various regulations which govern the Related Party Transactions of a Company which has listed its securities in the Bombay Stock Exchange. Regulation 23(1) of the SEBI Listing Regulations requires a Company to formulate a policy on materiality of Related Party Transactions and dealing with Related Party Transactions. Considering the requirements, Dhatre Udyog Limited has formulated these guidelines for identification of related parties and the proper conduct, documentation and approval of all Related Party Transactions.

In light of the above requirements, Company has framed this Policy on Related Party Transactions (“Policy”).

**2. OBJECTIVE**

The Policy is framed as per the requirement of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). The Objective of this policy is to set out the dealing with the transaction between the Company and its related parties as determined under the Listing Regulations 2015, the Companies Act 2013, and rules prescribed thereunder (“Act”), and any other laws and regulations as may be applicable to the Company.

**3. DEFINITIONS**

- a) **“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.
- b) **“Associate Company”** means any other Company, in which the 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 twenty per cent of total share capital, or business decisions under an agreement.

- c) **“Audit committee”** means “Audit Committee” constituted by the Board of Directors of the Company from time to time under the provisions of Section 177 of the Companies Act, 2013.

- d) **“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 the thresholds as defined under the Companies Act, 2013 or Regulations.
- e) **“Relative”** in relation to a Related Party shall have the same meaning assigned to in Section 2(77) of the Companies Act.
- f) **“Related Party”** shall have the same meaning as defined under Section 2(76) of the Companies Act read with Regulation 2(1)(zb) of the SEBI Listing Regulations.
- g) **“Related Party Transactions”** shall have the meaning as defined under Regulation 2(1)(zc) of the SEBI Listing Regulations or as envisaged in Section 188(1) of the Act. Provided that the following shall not be a related party transaction:
- 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 listed entity 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; and
  - d) any other transactions that may be specifically exempted by the SEBI or any other applicable regulator from time to time.
- h) **“Transaction”** with a related party shall be construed to include a single transaction or a group of transactions.
- i) **“Stock Exchange”** shall mean the Stock Exchange where the shares of the Company are listed.

- j) **“SEBI Listing Regulations”** shall mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.
- k) Any other term not defined herein shall have the same meaning as defined in the Act, the SEBI Regulations 2015, Securities Contracts (Regulation) Act, 1956 or any other applicable law or regulation.

#### **4. MATERIALITY THRESHOLDS**

- i. Regulation 23 of the SEBI Listing Regulations requires the Company to provide materiality thresholds for transactions with related parties which mandates prior approval from the shareholders of the Company.
- ii. Materiality Thresholds for any Related Party Transactions shall be as under:
  - a) 5% (five percent) of the annual consolidated turnover of the Company as per the last audited financial statements for related party transaction involving payments made / to be made to any Related Party with respect to brand usage or royalty.
  - b) Rs. 10,00,00,00,000/- (Rupees One Thousand Crores) or 10% (ten percent) of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, for all other related party transaction to be entered into, individually or taken together with the previous transactions during the financial year.

#### **5. MANNER OF DEALING WITH RELATED PARTY TRANSACTIONS**

##### **i. Identification of related parties**

Audit Committee of the Board of Directors shall formulate the list of related parties as prescribed under Section 2(76) of the Act read with the Rules framed there under and Regulation 2(1)(zb) of the SEBI Listing Regulations with the assistance of the senior management of the Company. Audit Committee shall review the list of related parties on an annual basis.

##### **ii. Identification of Related Party Transactions**

All Related Party Transactions requiring approvals and/or reporting shall be identified by the Company on a continuous basis. Related Party Transactions identified by the Company shall be reported to the Audit Committee of the Company at frequent intervals as may be decided by the Committee from time to time.

## **6. APPROVAL REQUIREMENTS FOR RELATED PARTY TRANSACTIONS**

### **a. Approval of the Audit Committee**

- All Related Party Transactions to which the Company is a party to and subsequent Material Modifications thereof shall require prior approval of the Audit Committee of Company;
- Related Party Transaction to which Company is not a party:
  - With effect from April 1, 2022 or such other date as may be notified by SEBI, prior approval of the Audit Committee of the Company shall be obtained for all Related Party Transactions to which subsidiary of Company is a party to but Company is not a party, if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year exceeds 10% (ten per cent) of the annual consolidated turnover, as per the last audited financial statements of the Company;
  - With effect from April 1, 2023 or such other date as may be notified by SEBI, prior approval of the Audit Committee of the Company shall be obtained for all Related Party Transactions to which subsidiary of Company is a party to but Company is not a party, if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year exceeds 10% (ten per cent) of the annual standalone turnover, as per the last audited financial statements of the subsidiary;
  - Prior approval of the Audit Committee of the Company shall not be required for any related party transaction to which the listed subsidiary is a party but the Company is not a party to, if the provisions of Regulation 23 and sub regulation (2) of Regulation 15 of the SEBI Listing Regulations are applicable to such listed subsidiary.

### **b. Omnibus approval from the Audit Committee**

- Audit Committee may grant omnibus approval for Related Party Transactions proposed to be entered into, subject to following conditions:
  - The Audit Committee shall lay down the criteria for granting the omnibus approval in line with the policy on Related Party Transactions of the Company and such approval shall be applicable in respect of transactions which are repetitive in nature;
  - the audit committee shall satisfy itself regarding the need for such omnibus approval and that such approval is in the interest of the Company;
  - the omnibus approval shall specify;
    - a. The name(s) of the related party, nature of transaction, period of transaction, maximum amount of transactions that shall be entered into,
    - b. the indicative base price / current contracted price and the formula for variation in the price if any; and
    - c. such other conditions as the audit committee may deem fit.

Provided that 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 Related Party Transactions entered into by the Company pursuant to each of the omnibus approvals given.
- Such omnibus approvals shall be valid for a period not exceeding one year and shall require fresh approvals after the expiry of one year.

#### **c. Approval of the Board of Directors of the Company**

As required under the provisions of Section 188 of the Act, all transactions specified under the said Section 188 and which are not in the ordinary course of business or not at arm's length basis, shall be placed before the Board for its approval.

#### **d. Approval of the Shareholders of the Company**

- All the transactions with related parties meeting the Materiality Thresholds, laid down in Clause 4 of the Policy and any subsequent Material Modifications thereof, shall be placed before the shareholders for their approval.
- All kinds of transactions specified under Section 188 of the Act which:
  - are not in the ordinary course of business or not at arm's length basis; and
  - exceed the thresholds laid down in Companies (Meetings of Board and its Powers) Rules, 2014 are placed before the shareholders for its approval.
  - For this purpose, no related party shall vote to approve the relevant resolution irrespective of whether the entity is a related party to the particular transaction or not.
  - Pursuant to Regulation 23(5)(b) of the SEBI Listing Regulations and Section 188(1) of the Act, the requirement for seeking shareholders' approval shall not be applicable to 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.
  - Pursuant to Regulation 23(5)(c) of the SEBI Listing Regulations, the requirement for seeking shareholders' approval shall not be applicable to transactions entered into between two wholly owned subsidiaries of the listed holding Company, whose accounts are consolidated with such holding Company and placed before the shareholders at the general meeting for approval.

### **7. DISCLOSURES & REPORTING REQUIREMENTS**

#### **a. Disclosures in the Board's Report**

Company shall, along with the Board's Report placed before the shareholders in the Annual General Meeting, include a statement in Form AOC 2 containing the particulars of contracts or arrangements with related parties referred to in subsection (1) of section 188 of the Act.

## **b. Disclosures to Stock Exchanges**

Company shall submit to the stock exchanges on a half yearly basis, within the timeliness as prescribed by the Securities and Exchange Board of India from time to time, the disclosures relating to Related Party Transactions in the format as specified by Securities and Exchange Board of India from time to time and publish the same on the website of the Company at [www.dhatreudyog.com](http://www.dhatreudyog.com)

## **8. CONFLICT IN POLICY**

In the event of a conflict between this Policy and the extant regulations or laws (as may be amended, replaced, restated, from time to time), the relevant provisions contained in the regulations and laws shall prevail over this Policy.

## **9. AMENDMENTS IN POLICY**

To the extent any change/ amendment is required in terms of any applicable law or change in regulations, the regulations would prevail over the Policy and the provisions in the Policy would be modified in due course to make it consistent with law, however, notwithstanding such non-modification or pending such modification, the applicable law and regulations (as changed) shall prevail over the Policy, and the Policy shall be read accordingly. The Audit Committee shall review the Policy periodically and may propose to amend the same from time to time and no alteration in the policy will be made without approval of Board of Directors.

## **10. GENERAL**

The power to interpret and administer the Policy shall rest with the Managing Director of the Company under the supervision of the Audit Committee of the Board. The Managing Director is also empowered to make any supplementary rules/orders to ensure effective implementation of the Policy. These will, however, be reported to or tabled before the Audit Committee of the Board, from time to time, to ensure Audit Committee's oversight on these issues.

**With effect from 01 April 2022**