

# **ORIENT CERATECH LIMITED**

**(FORMERLY KNOWN AS ORIENT ABRASIVES LIMITED)**

## **POLICY ON RELATED PARTY TRANSACTIONS**

**Last Amended - 7<sup>th</sup> February, 2022**

### **Preamble:**

The Board of Directors ("the Board") Orient Ceratech Limited (Formerly Orient Abrasives Limited) (the "Company"), on the recommendation of Audit Committee has adopted the following policy on related party transactions which is in line with the requirements of Section 188 of Companies Act, 2013 read with Rules made there under and in terms of the Regulation 23 (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Regulations) and subsequent amendments thereto. The Board, however, shall review said policy once in three years and may consider amendments to this Policy based on the recommendations of the Audit Committee, from time to time. The Policy envisages the procedure governing Related Party Transactions required to be followed by the Company to ensure compliance with the Law and Regulation.

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

### **1. Purpose:**

This policy is framed as per the requirements of Regulation 23 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any modification(s) / amendment(s) / re-enactment(s) thereof] ("Listing Regulations") and in terms of Section 188 of the Companies Act, 2013 and is intended to ensure due and timely identification, approval, disclosure and reporting of transactions between the Company and its Related Parties which is collectively in compliance with the applicable laws and regulations as may be amended from time to time. The provisions of this Policy are designed to ensure transparency in all dealings with related parties that is in the best interest of the Company and its shareholders. The Company is required to disclose each year in the Financial Statements and in the Annual Report transactions between the Company and Related Parties as well as policies concerning transactions with Related Parties.

### **2. Definitions**

- i. "The Act"** means the Companies Act, 2013 read with the Rules framed thereunder [including any modification(s) / amendment(s) / re-enactment(s) thereof].
- ii. "Accounting Standards"** means the standards of accounting or any addendum thereto for companies or class of companies referred to in section 133 of the Act.
- iii. "Associate Company"** in relation to another company means as defined under section 2(6) of the Companies Act 2013 and any amendments thereto or under the applicable accounting standards.
- iv. "Audit Committee or Committee"** means Committee of Board of Directors of the Company constituted under provisions of Section 177 of Companies Act, 2013 and as per Regulation

18 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for audit related purpose.

- v. **"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.
- vi. **"Board"** means Board of Directors of the Company.
- vii. **"Key Managerial Personnel" or "KMP"** means as defined in sub-section (51) of section 2 of the Companies Act, 2013.
- viii. **"Material Related Party Transaction"** means:

**a) As per The Companies Act, 2013:**

Related party transactions shall be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the company or as per threshold that may be defined under the Companies Act, 2013 and the Companies (Meeting of Board and its powers) Rules, 2014. The current threshold limits as per Section 188 the Companies Act, 2013 and Rules notified for specific transaction are as given below:

<b>Nature of Transaction</b>	<b>Transaction Value</b>
Sale, purchase or supply of any goods or materials directly or through appointment of agents	10% or more of the turnover company
Buying, selling or disposing of property of any kind directly or through appointment of agents	10% or more of net worth of the company
Leasing of any kind of property	10% or more of the turnover company
Availing or rendering of any services directly or through appointment of agents	10% or more of the turnover company
Appointment to any office or place of profit in the company, Its subsidiary company or associate company	monthly remuneration exceeding two and a half lakh rupees
Remuneration for underwriting the subscription of any securities In or derivatives thereof	1% of net worth

**b) As per SEBI listing Regulations:**

As per regulation 23 of Listing regulations, any transaction is considered as material during a financial year, if it exceeds Rs.1,000 Crores or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statement of the listed entity, whichever is lower.

- ix. **"Material Modification"** in any approved Related Party Transaction shall mean any deviation of 25% or more in any of the condition of the Related Party Transactions which have been pre-approved by the Audit Committee of the company.

**x. "Ordinary course of business"** means the usual transactions, customs and practices undertaken by the Company to conduct its business operations and activities and includes all such activities which the company can undertake as per Memorandum & Articles of Association. The Board and Audit Committee may lay down the principles for determining ordinary course of business in accordance with the statutory requirements and other industry practices and guidelines.

**xi. "Policy"** means Policy on Related Party Transactions.

**xii. "Relative"**, with reference to any person, means one who is related to another in any of the following manner -

- if they are members of a Hindu Undivided Family
- if they are husband and wife
- Father (including step-father)
- Mother ( including step-mother)
- Son ( including step-son)
- Son's wife
- Daughter
- Daughter's husband
- Brother (including step-brother)
- Sister (including step-sister)

**xiii. "Related Party"** is a person or an entity which is:

- a related party under Section 2(76) of the Act and/or Listing Regulations; or
- a related party under the applicable Accounting Standards.
- a related party under regulation 2(1)(zb) of Listing regulations.

**xiv. "Related Party Transaction"** means:

a) **As per Companies Act, 2013 -**

A transaction involving transfer of resources, services or obligations between the Company and a Related Party, regardless of whether a price is charged and includes the following transactions:

1. sale, purchase or supply of any goods or materials;
2. selling or otherwise disposing of, or buying, property of any kind;
3. leasing of property of any kind;
4. availing or rendering of any services;
5. appointment of any agent for purchase or sale of goods, materials, services
6. such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company; and
7. underwriting the subscription of any securities or derivatives thereof, of the company

*Explanation: Related Party Transaction includes a single transaction or a group of transactions in a contract, with a Related Party.*

**b) As per SEBI Listing Regulations vide sixth amendment in SEBI (LODR) Regulations, the revised definition of "Related Party Transactions" w.e.f. April 01, 2022, shall be as under:**

"Related Party Transaction" means a transaction involving a transfer of resources, services, or obligations between:

- 1) A Listed Entity or any of its Subsidiaries on one hand and a Related Party of the Listed Entity or any of Its Subsidiaries on the other hand; or
- 2) A Listed Entity 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 Listed Entity or any of its subsidiaries (w.e.f. April 01, 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.

Further, the following class of transactions will not be treated as Related Party Transactions:

- 1) Issue of specified securities (i.e., equity shares) on a preferential basis, subject to compliance of the requirements under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- 2) 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. Sub-Division or Consolidation of Securities;
  - iii. Issuance of Securities by way of a Rights Issue or a Bonus Issue; and
  - iv. Buy-Back of Securities.

**xv.** Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013 and the Listing Agreement.

### **3. Policy:**

All Related Party Transactions and subsequent material modifications must be reported to the Audit Committee and referred for prior approval of the Committee or the Board or the Shareholders as required under this Policy.

#### **A. Identification of Related Party Transactions:**

- I. Every Director and the Key Managerial Personnel will be responsible for providing a declaration in the prescribed format on an annual basis to the Company Secretary and will also be responsible to update the Company Secretary of any subsequent material modifications therein immediately.
- II. The Company Secretary shall maintain an updated database of Company's related parties containing the names of individuals and entities, identified on the basis of the definition set forth in the definition section above and the declaration as received from the Directors and Key Managerial Personnel. The database shall be reviewed quarterly by the Company Secretary and the Functional Heads looking after Accounts and Finance function.
- III. Every Director, Key Managerial Personnel, Functional Heads and/or Company Secretary will be responsible for providing prior notice to the Board/Audit Committee of any

potential Related Party Transaction and subsequent material modification thereof, Including any additional Information about the transaction that the Board/ Audit Committee may reasonably request. This will provide the Board/ Audit Committee members adequate time and information to consider and review the proposed transaction(s).

- IV. The Board/ Audit Committee will determine whether the transaction, in fact, constitute a Related Party Transaction requiring compliance with this policy. The Board/ Audit Committee may delegate such powers to the officer(s) of the Company as it deems fit.

## **B) Approval for Related Party Transactions**

The Company shall not enter into any Related Party Transaction except as stated hereinafter:

### **i. Transactions requiring approval of Audit Committee:**

- All Related Party Transactions and subsequent material modifications thereof shall require approval of the Audit Committee.
- Except for transactions between the Company and its wholly owned subsidiary/(ies) ("wos") whose accounts are consolidated with the Company and placed before the shareholders at the general meeting of the Company for approval, all Related Party Transactions and subsequent material modifications shall require a prior approval of the Audit Committee.

Provided that any Related Party Transaction which is not in the ordinary course of business or not at arm's length shall also require a prior approval of the Shareholders.

### **ii. Omnibus Approval of the Audit Committee:**

The Audit Committee shall grant omnibus approval to Related Party Transactions that are:

- i. Repetitive in nature; and/or
- ii. Entered in the ordinary course of business and are at Arm's Length. Such omnibus approval will be granted to the transactions which, in addition to meeting the above criteria, also satisfy the following considerations:
  - a. The transaction in question is necessary to be executed as it is in the business interest of the Company;
  - b. If the transaction to be entered into with a Related Party is concerning technology transfer, intellectual property or specialized services that are proprietary in nature;
  - c. The requisite information is presented to the Audit Committee's satisfaction, to confirm that the transaction is at Arm's Length and in ordinary course of business;
- iii. Such omnibus approval shall specify:

- a. the name/s of the Related Party, nature of transaction, period of transaction , maximum amount of transaction that can be entered into,
  - b. the indicative value and the formula for variation in the value, if any and
  - c. such other conditions as the Audit Committee may deem fit;
- iv. Such omnibus approval shall be valid for a period not exceeding one year and shall require fresh approval after the expiry of one year.
- v. In case of any Related Party Transactions that cannot be foreseen or transactions in respect of which complete details are not available, the Audit Committee may grant an omnibus approval for such transactions provided that the value does not exceed Rs.1 crore per transaction in a financial year
- vi. The Audit Committee shall on quarterly basis review the details of the Related Party Transactions entered into by the Company pursuant to the omnibus approval. In an unforeseen event where a Related Party Transaction is to be entered, for which Omnibus approval has not been given by the Audit Committee, needs to be entered due to business exigencies between two Audit Committee meetings, the Audit Committee may approve such Related Party Transaction by passing a resolution by circulation, after satisfying itself that such transaction is in the interest of the Company.

**iii. Transactions requiring approval of Board:**

Following transactions shall require a prior approval of the Board:

- All Related Party Transactions and subsequent material modifications thereof which are not in the ordinary course of business or not at arm's length price.
- Material Related Party Transactions.

Any member of the Board who has a potential interest in such Related Party Transaction will rescue him or herself and shall not vote for the approval of such Related Party Transaction.

**iv. Transactions requiring approval of Shareholders of the Company:**

- All Material Related Party Transactions shall require prior approval of the Shareholders of the Company by way of a resolution passed at the general meeting of the Company; and all Related Parties shall not vote to approve such resolution irrespective of whether the entity is a party to the particular transaction or not. However, the said provision is not applicable in respect of 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.
- All Related Party Transactions and subsequent material modifications thereof which are not in the ordinary course of business or not at arm's length and which are in excess of the limits prescribed under the Act as amended from time to time requiring the approval of

shareholders, shall require prior approval of the Shareholders by way of a resolution passed at the general meeting of the Company; and in such cases, the Related Party/(ies) to the transaction shall not vote to approve such resolution. Provided that the conditions mentioned in the said clauses shall not be applicable to 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.

#### **C. Approval & Review Mechanism:**

- a. While seeking the approval of the Audit Committee, Board or the Shareholders, all information that is relevant and necessary to the Related Party Transaction and as prescribed under the Laws shall be duly provided to the Audit Committee, Board or Shareholders, as the case may be.
- b. Any Director or Key Managerial Personnel who is interested in any Related Party Transaction shall not be present at the meeting of the Board or Audit Committee during discussions on the subject matter of the resolution relating to such transaction.
- c. The Audit Committee shall review, on a quarterly basis, the details of All Related Party Transactions and subsequent material modifications thereof entered into by the Company. On a quarterly basis, the management shall submit a report to the Audit Committee providing a comparison between the approvals granted and the actual transactions.

#### **D. Disclosure:**

Appropriate disclosures as required under the Laws shall be made in its Annual Return, Boards' Report and at such other places and to the Stock Exchanges on which equity shares of the Company are listed and such other authority as may be prescribed under the Laws.

#### **5. General**

- a. The Policy would be subject to review/revision/amendment in accordance with the Laws. The Audit Committee shall review the Policy from time to time for making suitable amendments and for better implementation of the Policy.
- b. The Company reserves its right to alter, modify, add, delete or amend any of the provisions of this Policy.
- c. The power to interpret and administer the Policy shall rest with the Chairman of the Audit Committee whose decision shall be final and binding. The Chairman 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, from time to time, to ensure the Committee's oversight on these issues.



- d.** Either this Policy or the important provisions of this policy shall be disseminated to all functional and operational employees and other concerned persons of the Company and shall be hosted on the website of the Company and web link thereto shall be provided in the annual report of the Company.
- e.** This Policy shall be communicated to all operational employees and other concerned persons of the Company.