

RSWM LIMITED

POLICY ON RELATED PARTY TRANSACTIONS

Approved by Board of Directors at its meeting held on 11th November, 2014, on the recommendation of Audit Committee.

<p><u>Preamble</u></p>	<p>The Board of Directors of the Company (“Board”), acting upon the recommendation of its Audit Committee of Directors (“Committee”), has approved the following policy and procedures with regard to Related Party Transactions for reviewing, approving and ratifying Related Party transactions and in providing disclosures with respect to the above transactions, as required under the Companies Act, 2013, Listing Agreement as amended from time to time and other applicable provisions, rules and regulations made there under.</p> <p>The Board has approved the policy for Related Party Transactions (in compliance with the requirements of the Companies Act, 2013 and Rules made thereunder, in terms of Accounting Standard – 18 issued by the ICAI (Institute of Chartered Accountants of India) and any subsequent amendments thereto), in terms of Clause – 49 of the Listing Agreement, RBI guidelines and applicable SEBI Regulations etc., undertaken by the Company directly or through its subsidiaries, in order to ensure the transparency and substantive and procedural fairness of such transactions.</p>
<p><u>Applicability</u></p>	<p>This policy shall come into force with effect from the date of its approval from the Board. and shall be applicable to transactions made with:-</p> <p>(a) Board of Directors & their Relatives;</p> <p>(b) Key Managerial Personnel (KMP) of the Company & their Relatives; and</p> <p>(c) Related Parties, as defined hereinafter.</p>
<p><u>Definitions</u></p>	
<p>(a) “Key Managerial Personnel” 2(51) of the Act.</p>	<p>“Key Managerial Personnel” includes</p> <p>1. the Chief Executive Officer or the Managing Director or the Manager (as defined in Section 2(53) of the Companies Act, 2013);</p>

	<p>2. the Company Secretary; 3. the Whole-time Director; 4. the Chief Financial Officer.</p>
<p>(b) “Relative” 2(77) of the Act and Rule 4 of Companies (specification of definitions details) Rules, 2014.</p>	<p>“Relative”A person shall be deemed to be the relative of another, if he or she is related to another in the following manner, namely:-</p> <ol style="list-style-type: none"> 1. Members of HUF 2. Spouse 3. Father: Provided that the term “Father” includes step-father. 4. Mother: Provided that the term “Mother” includes the step-mother. 5. Son: Provided that the term “Son” includes the step-son. 6. Son’s wife 7. Daughter 8. Daughter’s husband 9. Brother: Provided that the term “Brother” includes the step-brother. 10. Sister: Provided that the term “Sister” includes the step-sister.
<p>(c) “Office or place of profit” Section 188 of the Act.</p>	<p>“Office or place of profit” means any office or place—</p> <p>(i) where such office or place is held by a director, if the director holding it receives from the company anything by way of remuneration over and above the remuneration to which he is entitled as director, by way of salary, fee, commission, perquisites, any rent-free accommodation, or otherwise;</p> <p>(ii) where such office or place is held by an individual other than a director or by any firm, private company or other body corporate, if the individual, firm, private company or body corporate holding it receives from the company anything by way of remuneration, salary, fee, commission, perquisites, any rent-free accommodation, or otherwise.</p>

<p>(d)“Arm’s length transaction” Section 188 of the Act.</p>	<p>“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.</p>
<p>(e) “Associate Company” 2(6) of the Act.</p> <p>Para 10.5 of AS 18</p>	<p>“Associate Company” means a company in which the Company has a significant influence, but which is not a subsidiary company of the company and includes a joint venture company.</p> <p><i>Explanation.</i>—“significant influence” means control of at least twenty percent of total share capital, or of business decisions under an agreement.</p> <p>Associate means an enterprise in which an investing reporting party has significant influence and which neither a subsidiary nor a joint venture of that party.</p> <p>Significant influence means participation in financial and/or operating policy decisions of an enterprise but not control of those policies.</p>
<p>(f) “Material Related Party Transaction” New Clause-49 of Listing Agreement.</p>	<p>A related party transaction 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.</p>
<p><u>Related Parties</u> 2(76) of the Act and Rule 4 of Companies (specification of definitions details) Rules, 2014.</p>	<ul style="list-style-type: none"> (i) a director or his relative; (ii) a key managerial personnel or his relative; (iii) a director (other than independent director) or KMP of holding Company or his relative (iv) a firm, in which a director, manager or his relative is a partner; (v) a private company in which a director or manager or his relative is a member or director; (vi) a public company in which a director or manager is a director and holds with his relatives, more than two per cent of its paid-up share capital; (vii) anybody corporate whose Board of Directors, managing

<p>New Clause-49 of Listing Agreement.</p>	<p>director or manager is accustomed to act in accordance with the advice, directions or instructions of a director or manager</p> <p>(viii) any person on whose advice, directions or instructions a director or manager is accustomed to act:</p> <p>Provided that nothing in sub-clauses (vii) and (viii) shall apply to the advice, directions or instructions given in a professional capacity.</p> <p>(ix) any company which is—</p> <p>(A) a holding, subsidiary or an associate company of such company; or</p> <p>(B) a subsidiary of a holding company to which it is also a subsidiary</p> <p>(x) Such other person, as may be prescribed by MCA/SEBI.</p> <p>Under Clause 49, an entity shall be considered as related to the company if –</p> <ol style="list-style-type: none"> 1. such entity is a related party under Section 2 (76) of the Companies Act, 2013; or 2. such entity is a related party under the applicable accounting standards (given below).
<p><u>AS 18</u></p>	<p>Applicable for listed companies and for disclosures under the Standard</p> <p>Person or entity that is related to the company. Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party, directly or indirectly, in making financial and/or operating decisions and includes the following:</p> <ol style="list-style-type: none"> (a) enterprises that directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, the reporting enterprise (this includes holding companies, subsidiaries and fellow subsidiaries); (b) associates and joint ventures of the reporting enterprise and the investing party or venture in respect of which the reporting enterprise is an associate or a joint venture;

	<p>(c) individuals owning, directly or indirectly, an interest in the voting power of the reporting enterprise that gives them control or significant influence over the enterprise, and relatives of any such individual;</p> <p>(d) key management personnel and relatives of such personnel</p> <p>(e) enterprises over which any KMP and his relatives and also any person described in point (xiii) above are able to exercise significant influence. This includes enterprises owned by directors or major shareholders of the reporting enterprise and enterprises that have a member of key management in common with the reporting enterprise.</p> <p>The definitions of various terms e.g. control, relatives, significant influence etc.) as per AS 18 are different than those under the Companies Act, 2013</p>
<p><u>Details required for ascertaining related party</u></p>	<p>The following details shall be required:</p> <ol style="list-style-type: none"> 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 of a director or manager of the Company. 9. Details of any person on whose advice, directions or instructions a director or manager is accustomed to act: <p>Provided that nothing in point no.8& 9 shall apply to the</p>

	<p>advice, directions or instructions given in a professional capacity.</p> <p>10. Details of any Company which is</p> <p>(a) a holding, subsidiary or an associate company of such company; or</p> <p>(b) a subsidiary of a holding company to which it is also a subsidiary.</p> <p>11. Persons/entities identified under AS 18</p>
<p><u>Type of Transactions covered</u></p>	<p>a) Under Section 188 of the Companies Act, 2013 , following transactions will be covered -</p> <ol style="list-style-type: none"> 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 or property etc. 6. such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company; 7. underwriting the subscription of any securities or derivatives thereof, of the company. <p>b) Under Clause 49 of Listing Agreement, following shall be covered –</p> <p>Transfer of resources, services or obligations between a Company and a related party, regardless of whether a price is charged.</p> <p>A transaction with a related party shall be construed to include single transaction or a group of transactions in a contract.</p>

	<p>c) Under Accounting Standard 18, all transactions involving transfer of resources or obligations between related parties, regardless of whether or not a price is charged. To name a few, following will covered –</p> <ul style="list-style-type: none"> (i) purchases or sales of goods; (ii) purchases or sales of fixed assets; (iii) rendering or receiving of services; (iv) agency arrangements; (v) leasing or hire purchase arrangements (vi) transfer of research and development. (vii) license agreements. (viii) finance (including loans and equity contributions in cash or in kind). (ix) guarantees and collaterals. (x) management contracts including for deputation of employees.
<p><u>Process for ascertaining related party</u></p>	<p>Secretarial Department to prepare the list of Related Parties on the basis of aforesaid information. Internal auditors/ Statutory Auditor to verify the process of ascertaining the Related Parties and their correct recording /listing in register of Contracts/arrangement etc. as per the Section 189 of the Companies Act, 2013 and Rules thereof as well as their classification regarding whether they are on arm's length basis.</p>
<p><u>Circulating of above list of related parties</u></p>	<p>The aforesaid list shall be circulated to MD /CEO's/ COO's/ED/CFO/Business Heads/ Department Heads/ Branch Heads, the Finance & Accounts Department, Statutory Auditor and Internal Auditor.</p>
<p><u>Procedure of seeking approval</u></p>	<p>Functional departmental heads shall submit to the CFO and Company Secretary the details of proposed transaction with details/draft contract/ draft agreement or other supporting documents justifying that the transactions are on arms' length basis in an ordinary course of business at prevailing market rate. Based on this note, Company Secretary will appropriately take it up for necessary approvals from the Audit Committee at its next meeting and convey back the decision to the originator. The suggested list of records and supporting documents is detailed separately in this policy.</p>

	<p>If the proposed transaction is not in ordinary course of business but at arms' length basis, then the Functional departmental heads shall give a detailed note with justification to ED & CFO and CS for entering such transaction alongwith details of proposed transaction with draft agreement/MoU/other supporting documents. Based on this note, the ED & CFO and CS will discuss the matter with MD so as to escalate the matter further with Audit Committee, Board and then to shareholders for their respective prior approvals.</p>
<p><u>Approval of transactions</u></p> <p>(A) <u>Approval of transactions through Audit Committee</u></p>	<p>Prior approval of Audit Committee for all Related Party Transactions. However, the Audit Committee may grant an omnibus approval for a period of maximum one year for those proposed related party transactions, which are in ordinary course of business and at arms' length and are repetitive in nature (for e.g. sale/purchase of securities etc), subject to the following conditions -</p> <p>The proposal to be placed before the Audit Committee should contain following information –</p> <ol style="list-style-type: none"> a. The name(s) of related party, nature of transactions, period of transactions, maximum amount of transaction that can be entered into b. The indicative base price/current contracted price and the formula for variation in the price, if any. <p>All transactions entered into above omnibus approval, be put up to the Audit Committee on quarterly basis for its review.</p> <p>In case of non-repetitive transactions, the agenda of the Audit Committee at which the item is proposed to be moved shall disclose-</p> <ol style="list-style-type: none"> (a) the name of the related party and nature of relationship; (b) the nature, duration of the contract and particulars of the contract or arrangement; (c) the material terms of the contract or arrangement including the value, if any; (d) any advance paid or received for the contract or arrangement, if any; (e) the manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;

<p><u>(B) Approval of transactions through Board of Directors</u></p>	<p>(f) whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors; and</p> <p>(g) any other information relevant or important for the Audit Committee to take a decision on the proposed transaction.</p> <p>(h) statement of transactions as per the contracts/arrangements.</p> <p>The MD and ED & CFO should certify whether the contracts/transactions are at arm's length. Similarly the internal auditors and /statutory auditors should examine the entire documentation and certify the same.</p> <p>Where any director is interested in any contract or arrangement with a related party, such director shall not be present at the meeting during discussions on the subject matter of the resolution relating to such contract or arrangement.</p> <p>Approval of the Board is required:</p> <ol style="list-style-type: none"> 1. for all contracts/arrangements/transactions which are not on arm's length basis or are not in ordinary course of business; 2. For all "material" related party transactions. <p>These have to be approved by the shareholders through special resolution; therefore they should first be approved by the Board.</p> <p>The agenda of the Board meeting at which the resolution is proposed to be moved shall disclose-</p> <ol style="list-style-type: none"> (a) the name of the related party and nature of relationship; (b) the nature, duration of the contract and particulars of the contract or arrangement; (c) the material terms of the contract or arrangement including the value, if any; (d) any advance paid or received for the contract or arrangement, if any; (e) the manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract; (f) whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors; and (g) any other information relevant or important for the Board to take a decision on the proposed transaction.
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<p><u>(C) Approval of transactions through shareholders</u></p>	<p>(h) statement of transactions as per the contracts /arrangements.</p> <p>Where any director is interested in any contract or arrangement with a related party, such director should not be present at the meeting during discussions on the agenda item relating to such contract or arrangement.</p> <p>Except with prior approval of shareholders, the company shall not enter into transaction(s), where the transaction(s) to be entered into as contracts of arrangements with respect to Section 188(1)(a) to (e) of the Companies Act, 2013, with the criteria as mentioned below –</p> <p>(i) sale, purchase or supply of any goods or materials, directly or through appointment of agent, exceeding ten per cent. of the turnover of the company or rupees one hundred crore, whichever is lower, as mentioned in clause (a) and clause (e) respectively of sub-section (1) of section 188;</p> <p>(ii) selling or otherwise disposing of or buying property of any kind, directly or through appointment of agent, exceeding ten per cent. of net worth of the company or rupees one hundred crore, whichever is lower, as mentioned in clause (b) and clause (e) respectively of sub-section (1) of section 188;</p> <p>(iii) leasing of property of any kind exceeding ten per cent. of the net worth of the company or ten per cent. of turnover of the company or rupees one hundred crore, whichever is lower, as mentioned in clause (c) of sub-section (1) of section 188;</p> <p>(iv) availing or rendering of any services, directly or through appointment of agent, exceeding ten per cent. of the turnover of the company or rupees fifty crore, whichever is lower, as mentioned in clause (d) and clause (e) respectively of sub-section (1) of section 188:</p> <p>Explanation.—It is hereby clarified that the limits specified in sub-clauses (i) to (iv) shall apply for transaction(s) to be entered into either individually or taken together with the previous transactions during a financial year.</p> <p>(b) is for appointment to any office or place of profit in the company, its subsidiary company or associate company at a monthly remuneration exceeding two and half lakh rupees as mentioned in clause (f) of sub- section (1) of section 188; or</p>
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	<p>(c) is for remuneration for underwriting the subscription of any securities or derivatives thereof, of the company exceeding one per cent. of the net worth as mentioned in clause (g) of sub-section (1) of section 188.</p> <p>Explanation.- The Turnover or Net Worth referred in the above sub-rules shall be computed on the basis of the Audited Financial Statement of the preceding Financial year.</p> <p>The explanatory statement to be annexed to the notice of a general meeting convened pursuant to section 101 shall contain the following particulars namely:-</p> <ul style="list-style-type: none">(a) name of the related party ;(b) name of the director or key managerial personnel who is related, if any;(c) nature of relationship;(d) nature, material terms, monetary value and particulars of the contract or arrangement;(e) any other information relevant or important for the members to take a decision on the proposed resolution. <p>Apart from the above, even related party transactions that are in the ordinary course of business and at arm's length would require shareholders' approval by way of a special resolution if they are 'material' within the meaning of clause-49. In this regard clause-49 states that "a transaction with a related party 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 as per the last audited financial statements of the Company." Thus, CFO and CS will keep a track of all the related party transactions done in the financial year and take required shareholder approval well in advance so as to ensure compliance of Clause 49 on material related party transactions.</p> <p>Note:</p> <ol style="list-style-type: none">1. Any director who is concerned or interested in any contracts/ transactions with a related party, such Director shall not be present at the Audit Committee / Board Meeting during discussion on the subject matter of the resolution relating to such contract/transactions and shall not be entitled to vote for such item in General Meeting if he is a shareholder of the Company.
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	<ol style="list-style-type: none"> 2. No member of the company shall vote on such special resolution, to approve any contract or arrangement which may be entered into by the Company, if such member is a related party. 3. In the case of a wholly owned subsidiary, the special resolution passed by the holding company shall be sufficient for the purpose of entering into the transactions between the wholly owned subsidiary and the holding company.
<p><u>Related party transactions details</u></p>	<p>The Finance & Accounts Department shall provide a list of transactions with Related Party on a quarterly basis to the Secretarial Department and Internal Auditor and statutory auditor within 7 days of close of the quarter and the same shall be reviewed by them along with Quarter end balance confirmation/ reconciliation statements and placed before the Audit Committee.</p>
<p><u>Disclosure</u></p>	<ol style="list-style-type: none"> 1. Details of contract(s) or arrangement(s) have to be disclosed in the Board's Report along with the justification as per Form AOC-2. (Place the said form before Audit Committee for its review and then to the Board as part of Directors' report for approval) 2. Company shall keep a register in Form MBP – 4 [Pursuant to Section 189(1) and rule 16(1)] giving the particulars of all contracts or arrangements in such manner and containing particulars and after entering the particulars, the same shall be authenticated by the CFO and the Company Secretary of the Company and thereafter the same shall be placed before the next meeting of the Board and signed by all the directors present at the meeting. 3. Necessary disclosures be made in the Annual Financial Statements as required under AS 18 and RBI guidelines. Further, as required under Clause 49 of Listing Agreement, necessary details of all materially significant related party transactions', which may have potential conflict with the interests of the Company at large, be also given in 'Report on Corporate Governance' section in Annual Report 4. Details of all material transactions with related parties shall be disclosed quarterly along with the compliance report on Corporate Governance. 5. The Company shall disclose the policy on dealing with Related Party Transactions on its website and a weblink thereto shall be provided in the Annual Report in the annual

	Report.
<u>Records relating to Related Party / Supporting documents</u>	All disclosures, documents, supporting etc shall be preserved for a period a period of eight years from the end of the financial year to which it relates and shall be kept in the custody of the Secretary of the Company or any other person authorized by the Board for the purpose.
<u>(a) Rent Agreement</u>	(i) Copy of draft agreement. (ii) Quotation from a property dealer/ advisor in the area in which the property is located or a nearby area. (iii) If quoted prices are substantially lower / higher than existing, to seek second quotation.
<u>(b) Purchase/ sale of property</u>	(i) Valuation reports from atleast 2 independent valuers to ascertain Fair Market Value. (ii) Quotations from 2 independent property dealers/brokers. (iii) Draft copy of agreement to sell/Draft of proposed sale deed. (iv) Brief terms and conditions and justification of such transaction.
<u>(c) Purchase/sale of material, goods etc.</u>	(i) Copy of agreements/Purchase Orders/ correspondence exchanged/ letters of exchange / bills/ invoices etc. (ii) Invoices/ bills of similar transactions on same date or nearby date with un-related parties from the seller. (iii) Quotation from un-related service provider.
<u>(d) Availing/ Rendering Services</u>	(i) Copy of Agreement/ MOU/ Correspondence etc. (ii) Supportings justifying the transaction on arms length basis.
<u>(e) Loans/ Advances given or taken</u>	(i) Compliance of Section 185 and other applicable provisions of the Companies Act, 2013 and rules thereunder. (ii) Agreements (iii) Statutory approvals wherever required. (iv) Rate of Interest and justification for the same in view of nearest prevailing G-SEC rate for the term of the Loans/Advances (wherever applicable).

(f) <u>Subscription to shares/ debentures/securities</u>	Valuation Report or documents justifying that subscription is done/received at a rate on which placement has been made/shall be made to an un-related party.
(g) <u>Guarantee/ Securities</u>	<p>(i) Compliance of Section 185, 186 and other applicable provisions of the Companies Act, 2013 and rules thereunder.</p> <p>(ii) Agreements.</p> <p>(iii) Other documents justifying the same.</p>
(h) <u>Other transactions</u>	Agreements or other supporting documents along with proper justification of the transaction being on arm's length basis in the ordinary course of business at a prevailing market rate.