

Regd. Office & Corporate Office : 373, Industrial Area-A, Ludhiana - 141 003 (INDIA)
Phones : 91-161-2600701 to 705, 2606977 to 980 Fax : 91-161-2222942, 2601956
E-mail : secnsm@owmnahar.com Web Site : www.owmnahar.com
CIN No. : L17115PB1980PLC004341

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

OBJECTIVE

Nahar Spinning Mills Limited (the "Company") is engaged in the Manufacturing and Exports of Yarns (cotton/synthetic) and knitted garments. Some of the Group Companies are also engaged in the Textile Industry. The Textile Industry is labour intensive industry and several activities/fabrication activities are involved in the Textile Business. Having regard to nature of the Industry, sometimes sale/purchase/fabrication job transactions takes place between the Group/Associate Companies. The transactions are entered into an ordinary course of business and at Arm's length basis at prevailing market prices. All these transactions with the Group Companies are placed before the Audit Committee as well as the Board, for their information and approval. Though these transactions are in the normal course of business between the Group Companies and are outside the preview of related party transactions, but to comply the provisions of Companies Act, 2013, the Board of Directors (the "Board") of the Company adopted the policy and procedures with regard to Related Party Transactions (RPTs) in compliance with the provisions of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Regulations") and Section 188 of the Companies Act 2013 and Rules made there under including any subsequent modifications or amendments thereto (the "Act").

The objective of this policy is to ensure the proper approval and reporting of transactions as applicable, between the Company and any of its related party in the best interest of the Company and its Stakeholders.

This Policy is effective from December 1, 2015 and salient features of the Policy are as under:

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

"Key Managerial Personnel" means a key managerial personnel as defined under the Companies Act, 2013 as under: 3 (i) the Chief Executive Officer or the Managing Director or the Manager; (ii) the Whole-time director; (iii) the Chief Financial Officer; (iv) the Company Secretary; and (v) such other officer as may be prescribed.

"Related Party Transaction (RPT)" means a transfer of resources, services or obligations between the Company and a related party, regardless of whether a price is charged and a

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“transaction” with a related party shall be construed to include a single transaction or a group of transactions in a contract.

“Related Party” means a related party as defined under Section 2(76) of the Companies Act, 2013 or under the applicable Accounting Standards.

“Accounting Standards” means the accounting standard as defined under Section 2(2) of Companies Act, 2013.

“Material Related Party Transactions”- Transaction with a Related Party shall be considered material if transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds 10% of annual consolidated turnover of the Company as per last audited financial statements of the Company.

“In the Ordinary Course of Business” means all such acts and transactions undertaken by the Company,

- a. in the normal routine in managing trade or business,
- b. is permitted by the Memorandum of Association of the Company;
- c. the transaction fall under the purview of the business objectives, operational activities and/or financial activities or;
- d. meets any such other criteria as may be decided by the Board/ Audit Committee

“Relative” means relative as defined under Section 2(77) of the Companies Act, 2013 and rules prescribed there under.

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, the Regulations or any other applicable laws or Regulations to the extent applicable to the Company.

MANNER OF APPROVAL OF RELATED PARTY TRANSACTIONS

Audit Committee

1. All RPTs shall require prior approval of the Audit Committee. However, the Audit Committee may grant omnibus approval for RPTs proposed to be entered into by the company subject to the following conditions:

- a. The Audit Committee shall lay down the criteria for granting the omnibus approval in line with the policy on RPTs of the company and such approval shall be applicable in respect of transactions which are repetitive in nature.
- b. The Audit Committee shall satisfy itself regarding the need for such omnibus approval and that such approval is in the interest of the company;

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c. Such omnibus approval 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.

Provided that where the need for RPT cannot be foreseen and aforesaid details are not available, Audit Committee may grant omnibus approval for such transactions subject to their value not exceeding Rs. 1 Crore per transaction.

d. The Audit Committee shall review, atleast on a quarterly basis, the details of RPTs entered into by the company pursuant to each of the omnibus approvals given.

e. Such omnibus approvals shall be valid for a period not exceeding one year and shall require fresh approvals after the expiry of one year.

2. The RPTs which are not in the ordinary course of business and not at arm's length will be reviewed by the Audit Committee and then recommended to the Board of Directors.

3. A RPT entered into without pre-approval of the Committee shall not be deemed to violate this Policy, or be invalid or unenforceable, so long as the transaction is brought to the Committee as promptly as reasonably practical after it is entered into or after it becomes reasonably apparent that the transaction is covered by this policy.

Board of Directors

1. All RPTs, not done in ordinary course of business or at arm's length will require prior approval of the Board of Directors at their meeting.

2. The Board of Directors shall review, approve and recommend to the Shareholders for their approval, all transactions in terms of section 188(1) and material RPTs requiring prior approval of the shareholders.

3. The Board of Directors shall annually review, the details of all RPTs, including the terms of the transaction, the business purpose of the transaction and the benefits to the Company and to the relevant Related Party.

Approval of shareholders

1. The contracts or agreements with any Related Party which are not in the ordinary course of business and not at arm's length in respect of transactions specified in Section 188(1) of the Companies Act, 2013, will require prior approval of the shareholders by a special resolution subject to limits mentioned in Rule 15(3) of the Companies (Meetings of Boards and its Powers) Rules, 2014.

