



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

(Reviewed, Revised and Updated by the Board of Directors in their meeting held on May 15, 2023)

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

[Pursuant to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

1. Background

The Board of Directors of Rajoo Engineers Limited (“**Company**”) in pursuance of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and other applicable provisions (including any statutory enactments / amendments thereof), has reviewed, revised and updated the policy on materiality of related party transactions and on dealing with related party transactions (the “**Policy**”) vide its Board meeting held on May 15, 2023.

2. Purpose

The changes introduced in the corporate governance norms under Section 188 of the Companies Act, 2013 (“**Companies Act**”), as amended and the rules framed thereunder and Regulation 23 of the SEBI Listing Regulations require companies to have enhanced transparency and due process for approval of the related party transactions.

Accordingly, the Company has reviewed and updated this Policy with the intent to ensure the proper approval and reporting of related party transactions. The Company is required to disclose each year in the Financial Statements certain transactions between the Company and Related Parties (as defined below) as well as policies concerning transactions with Related Parties (as defined below).

3. 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 Audit Committee constituted by the Board, from time to time, under Section 177 of the Companies Act and the SEBI Listing Regulations.

“**Board of Directors**” or “**Board**” means the board of directors of the Company, as constituted from time to time.

“**Key Managerial Personnel**” means the key managerial personnel as defined under section 2(51) of the Companies Act, 2013.

“**Material Modifications**” means any change in the terms of a related party transaction which results in change in the value of the transaction by 20% or more, of the approved value of the transaction during a financial year.

“**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/ criteria as defined or provided under Companies Act, 2013 and/or SEBI Listing Regulations.

“**Ordinary Course of Business**” shall include those transactions that satisfy any of the following criteria:

- a. the activity is covered in the objects clause of the Memorandum of Association;
- b. the activity is in furtherance of the business;
- c. the activity is normal/common or otherwise routine for the engineering or manufacturing business
- d. the activity is repetitive/frequent;
- e. the income, if any, earned from such activity/transaction is treated as business income in the company’s books of account;
- f. there is any historical practice to conduct such activities in the Company;
- g. the financial scale of the activity is reasonable with regard to the operations of the Company;

The above list is not exhaustive and is indicative and can include other parameters which are relevant from the context of the business of the Company.

“**Related Party(ies)**” means a related party as defined under Companies Act, 2013 and SEBI Listing Regulations.

“**Relative**” means a relative as defined under Section 2(77) of the Companies Act read with SEBI Listing Regulations.

“**Related Party Transaction**” means the transaction as prescribed under Regulation 2(1)(zc) of SEBI Listing Regulations and Section 188 of the Companies Act, 2013.

“**Subsidiary**” shall mean a subsidiary as defined under Section 2(87) of the Companies Act, 2013.

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, the SEBI Listing Regulations or any other relevant applicable law or regulation.

4. Identification of Related Party Transactions

- Every Director and Key Managerial Personnel shall, as may be applicable to them, provide a declaration containing the necessary details of related parties covered in the definition of Related Party and Relatives to the Company upon their appointment and on an annual basis thereafter. Also, every Director and Key Managerial Personnel shall provide declarations in a timely manner if there has been a change in the details from the last declaration made to the Company.
- The Company will identify Related Parties on the basis of definition or criteria as provided under the Companies Act, SEBI Listing Regulations or applicable accounting standards.

5. Review and approval of Related Party Transaction

a) Audit Committee

All Related Party Transactions (including all prospective transactions) and subsequent Material Modifications shall require prior approval of the Audit Committee. Only those members of the Audit Committee, who are independent directors, shall approve Related Party Transactions.

The Company shall provide to the Committee all relevant material information of all Related Party Transaction(s) in compliance with Companies Act, 2013 and SEBI Listing Regulations.

In determining whether to approve a Related Party Transaction, the Committee will consider the following factors, among others, to the extent relevant to the Related Party Transaction:

- (i) Whether the terms of the Related Party Transaction are fair and on arm's length basis to the Company and would apply on the same basis if the Transaction did not involve a Related Party;
- (ii) Whether the Related Party Transaction would affect the independence of the Director/KMP;
- (iii) Whether the proposed Transaction includes any potential reputational risk issues that may arise as a result of or in connection with the proposed transaction; and
- (iv) Whether the Related Party Transaction is in the nature of conflict of interest for any Director or Key Managerial Personnel of the Company, taking into account the size of the Transaction, the overall financial position of the Director or other Related Party, the direct or indirect nature of the Directors, Key Managerial Personnel's or other Related Party's interest in the Transaction and the ongoing nature of any proposed relationship and any other factors the Board/Committee deems relevant.
- (v) Whether there are any compelling business reasons / rationale for the Company to enter into the Related Party Transaction and the nature of alternative transactions, if any.

Subject to the provisions of the applicable laws, the Audit Committee will have the discretion to approve/modify/reject/recommend/refer the proposed Related Party Transaction for the approval of the shareholders, if required.

b) Transactions involving Subsidiaries

A Related Party Transaction to which the Subsidiary is a party but the Company is not a party, shall require prior approval of the Audit Committee 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.

c) Omnibus approval

The Audit Committee may grant omnibus approval for Related Party Transactions proposed to be entered into by the Company subject to the following conditions:

- i. The Audit Committee shall lay down the criteria for granting an omnibus approval in line with this Policy and such approval shall be applicable in respect of Related Party Transactions which are repetitive in nature.
- ii. The Audit Committee shall satisfy itself of the need for such omnibus approval and that such approval is in the interest of the Company.
- iii. Such omnibus approval shall specify (i) the name of the Related Party, nature of Transaction, period of Transaction, maximum amount of Transaction that can 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.
- iv. Where the need for the RPT cannot be foreseen and the aforesaid details are not available, the Audit Committee may grant omnibus approval for such transactions subject to their value not exceeding rupees one crore per transaction.
- v. 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 approval given.
- vi. Such omnibus approvals shall be valid for a period not exceeding one year and shall require fresh approvals after the expiry of one year.

d) Board of Directors

Subject to Clause 5 of this Policy, the following RPTs shall require additional, prior approval of Board of Directors:

- i. All transactions between the Company and its Related Parties which are not in the Ordinary Course of Business, or not proposed to be executed as an Arm's length transaction.
- ii. Transactions which in the opinion of the Audit Committee need special consideration / determination by the Board.

Where any director is concerned or interested in any potential RPT, such director shall abstain from discussion and voting when such transaction is being considered.

e) Shareholders

Transactions not in ordinary course of business or not at arm's length

All Related Party Transactions in excess of the limits prescribed under the Companies Act,

2013 and the SEBI Listing Regulations, as may be applicable, which are not in the ordinary course of business or not an Arms' length transaction shall also require the prior approval of the shareholders through resolution and no member of the Company shall vote on such resolution, if such member is a related party.

Material Related Party Transaction and subsequent Material Modifications

- i. All Material Related Party transactions and any subsequent Material Modification thereto, shall require shareholders' approval by a resolution.
- ii. No Related Party will be allowed to vote to approve such resolutions whether the entity is a Related Party to the particular transaction or not.
- iii. The Audit Committee and the Board shall approve and recommend all Material Related Party transactions, before submitting the same for approval of the shareholders of the Company.

f) Exemption from applicability of the Policy

Notwithstanding the foregoing, but subject to the provisions of the applicable laws from time to time, this Policy shall not apply to the following Related Party transactions and such transactions shall not require approval of Audit Committee or shareholders:

- i. transactions entered into between the Company and its wholly owned Subsidiary whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval; and
- ii. transactions entered into between two wholly-owned Subsidiaries of the Company, whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval.

g) Disclosure

- i. The Company shall submit to the stock exchanges disclosures of Related Party Transactions in the format as specified by the Securities and Exchange Board of India from time to time, and publish the same on its website as required from time to time in compliance with the SEBI Listing Regulations;
- ii. The Company shall make such disclosures as required from time to time in compliance with the SEBI Listing Regulations.
- iii. The Policy shall be disclosed on the Company's website and a web link thereto shall be provided in the Annual Report of the Company.

h) Policy review

The Board may, subject to applicable laws, amend, suspend or rescind this Policy at any time and in any case, the Policy shall be reviewed by the Board at least once every three years and updated accordingly. Any difficulties or ambiguities in the Policy will be resolved by the Board in line with the broad intent of the Policy. The Board may also establish further rules

and procedures, from time to time, to give effect to the intent of this Related Party Policy.

In the event of any conflict between the provisions of this Policy and of the applicable law(s) dealing with the Related Party Transactions, such applicable law(s) as may be in force from time to time shall prevail over this Policy.
