

**UNIMERS INDIA LIMITED (UIL)**

**CIN: L99999MH1987PLC045372**

**Policy on Related Party Transactions pursuant to Regulations 23 of Securities And  
Exchange Board Of India (Listing Obligations And Disclosure Requirements)  
Regulations, 2015**

**1. Definitions:**

- (a) **Audit Committee** (Committee) shall mean a committee of the Board of Directors of the Company constituted under the provisions of the Listing Agreement and the Companies Act, 2013.
  - (b) **Board** means Board of Directors of Unimers India Limited.
  - (c) **UIL** shall mean Unimers India Limited wherever it is referred to in the policy.
  - (d) **Control** shall for the same mean as defined in SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
  - (e) **Director** shall mean the Directors of UIL.
  - (f) **Key Managerial Personnel** shall mean key managerial personnel in relation to UIL as defined in the Companies Act, 2013.
  - (g) **Related Party Transaction** shall mean RPT as defined in SEBI (LODR) Regulations, 2015, namely, – “ a transfer of resources, services or obligations between a listed entity and a related party, 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”.
  - (h) **Policy** shall mean the policy on Related Party Transactions (RPT) of UIL.
  - (i) **Related Entities and Relatives:**
    - An entity shall be considered as related to UIL, if –
    - i. such entity is a related party under section 2(76) of the Companies Act, 2013 ;
    - ii. such entity is a related party under the applicable Accounting Standards.
- Relative** means relative as defined in the Companies Act, 2013, namely, anyone who is related to another, if –
- i. they are members of a Hindu Undivided Family;

- ii. they are husband and wife; or
  - iii. father (including step father);
  - iv. mother (including step mother);
  - v. son (including step son);
  - vi. son's wife;
  - vii. daughter;
  - viii. daughter's husband;
  - ix. brother (including step brother);
  - x. sister (including step sister).
- (j) **Shareholders** shall mean shareholders of UIL.
- (k) **Special Resolution** shall mean a resolution in which vote cast in favour of the resolution on show of hands or electronically or on poll, as the case may be, by members who being entitled so to do, vote in person or by proxy or by postal ballot are required to be not less than three times the number of votes, if any, cast against the resolution by members so entitled in voting.

**2. Materiality of RPT:**

Any transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transaction during a financial year exceeds 10% of the annual consolidated turnover of the company as per the last audited financial statement of the company.

**3. Dealing with RPT:**

It shall be the responsibility of the Directors and Key Managerial Personnel to provide to the company notice of their interest in any transaction proposed to be entered into by the company in which they are directly or indirectly interested and abstain from voting in the meeting of the Board and as the case may be at the meeting of the shareholders in which the transaction is proposed to be entered into.

**4. Audit Committee approval:**

All RPT irrespective of whether they are material or not shall be entered into only after prior approval of the Audit Committee is obtained.

Provided that the base requirement shall not be applicable for transactions entered into by UIL with its wholly owned subsidiaries.

In case any member of the Committee is interested in the transactions proposed for approval, interested member shall abstain from voting and only disinterested member shall vote on the resolution.

For the purpose of approval the Audit Committee shall be provided with the following details in order to enable it to take a learned decision:

- i) name of the related party and nature of relationship;
- ii) nature, duration and particulars of contract or arrangement in case the same have been finalized;
- iii) the material term of the contract or arrangement, including value, if any, if the same are not arrived at as on the date of tabling of the transaction, the estimate/projected value;
- iv) any other data depending on the transaction which would be relevant or important for the Committee to take a decision.

**5. Omnibus approval by the Audit Committee :**

Audit Committee may grant omnibus approval for RPT proposed to be entered into by the company subject to the following conditions:

- a) Audit Committee shall lay down the criteria for granting omnibus approval in line with the policy and such approval shall be applicable in respect of transactions which are repetitive in nature;
- b) Audit Committee shall satisfy itself the need for such omnibus approval and that such approval is in the best interest of the company ;
- c) Such omnibus approval shall specify -
  - i) name of the related party, nature of transaction, period of transaction, maximum amount of transaction that may be entered into ;
  - ii) an indicative base price/contracted current price and the formula for variation in the price, if any ;
  - iii) such other condition as the Audit Committee may deem fit.

Provided that where the need for RPT cannot be foreseen and the 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.

- d) Audit Committee shall review at least on a quarterly basis details of RPT entered into by the company, pursuant to each of the omnibus approval ;
- e) such omnibus approval shall be valid for a period not exceeding one year and shall require fresh approval after the expiry of one year.

**6. Approval of the Shareholders:**

All material RPT entered into by UIL with its wholly owned subsidiaries, if any, shall be entered into only after the approval by the shareholders of the company as per applicable provisions of the Companies' Act, 2013 and the rules and regulations made thereunder.

In order to assist the shareholders to take a decision, a notice calling the general meeting shall have all necessary details in the explanatory statement annexed to the resolution.

**7. Review of RPT:**

All RPT shall be reviewed on a periodical basis by the Audit Committee and the Company shall provide details of all such transactions to the Committee at its meeting at least once in every quarter, if necessary.

**8. Omission on prior approval of the Committee :**

In a case where RPT have been entered into without prior approval of the Committee, it shall be the prerogative of the Committee to:

- i) call for all the details relevant to the transactions ;
- ii) consider and examine all the facts and circumstances with respect to the case ; and
- iii) try and establish the reasons for omission.

Once the Committee is satisfied with the facts produced before it, it shall then consider ratification or termination of the transactions and shall take further action as it may deem appropriate.

**9. Authority to amend the policy:**

Audit Committee shall have the right to make recommendations to the Board with regard to any amendment in the policy and the Board shall have the power

to make any amendment to the policy as it deems fit from time to time, provided that the policy continues to be in line with the requirements of applicable SEBI Regulations and all other applicable laws for the time being in force.

**10. Disclosure:**

This policy shall be disclosed on the company's website and the weblink to the same shall be provided in the Annual Report of the Company.