



## **GODAWARI POWER AND ISPAT LIMITED**

### **POLICY FOR TRANSACTIONS WITH RELATED PARTIES**

#### **Objective**

This Policy shall regulate transactions between the Company and its Related Parties based on the applicable laws and regulations applicable on the Company and also lay down mechanism for identification, approval, review and reporting of such transactions.

The Policy on Related Party Transactions may be amended at any time and is subject to any further change in the Listing Agreement or the Companies Act, 2013 ( the Act) or rules/regulations made thereunder.

#### **1. Definitions**

**“Audit Committee (Committee)”** means Committee of Board of Directors of the Company constituted under provisions of the Listing agreement as well as the Companies Act, 2013.

**“Board”** means Board of Directors of the Company

**“Key Managerial Personnel”** means key managerial personnel as defined under the Companies Act, 2013

**“Material Related Party Transaction under Companies Act 2013”** means a transaction as defined under section 188(1) of the Companies Act, 2013 with a Related Party where the aggregate value of the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds the limits as prescribed under the said Act or under Rules framed thereunder from time to time.

**“Material Related Party Transaction under Listing Agreement”** means a transaction covered under clause 49 of the Listing Agreement with a Related

Party and value of such transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds the limits prescribed under clause 49 of the Listing Agreement from time to time. Further, transaction with a related party shall be construed to include single transaction or a group of transactions in a contract.

**“Policy”** means this Policy on Related Party Transactions.

**“Related Party”** for the purpose of Clause 49 (VII), an entity shall be considered as related party to the company if:

- (i) such entity is a related party under Section 2(76) of the Companies Act, 2013; or
- (ii) such entity is a related party under the applicable accounting standards."
- (iii) such entity is a related party under sub-clause VII- B of clause 49 of the Listing Agreement."

**“Related Party Transaction”** means

- (a) any transaction directly or indirectly involving any Related Party which is a transfer of resources, services or obligations between a company and a related party, regardless of whether a price is charged
- (b) any transaction as envisaged under section 188 of the Companies Act, 2013.

**“Relative”** means relative as defined under section 2(77) of the Companies Act, 2013.

**“Arms 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.

## **2. Policy**

All Related Party Transactions must be identified and reported to the Audit Committee, Board and shareholders, wherever necessary, for their approval. The said transactions shall be disclosed in accordance with the requirements of the Companies Act, 2013 and the listing agreement.

### **2.1 Identification of Potential Related Party transactions**

Each director and Key Managerial Personnel is responsible for providing notice of disclosure of interest under section 184 of the Companies Act, 2013 along with list of relatives to the Company. The Company shall ensure that no transaction is entered into with any entity/individual disclosed by the director/ KMP or any other related party without necessary approvals.

### **2.2 Procedure to be adopted for Related Party Transactions**

#### **2.2.1 APPROVAL OF AUDIT COMMITTEE**

All Related Party Transactions shall require prior approval of the Audit Committee. *However, the Audit Committee may grant omnibus approval for Related Party Transactions 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 Related Party Transactions 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 the need for such omnibus approval and that such approval is in the interest of the company;*

*c. Such omnibus approval shall specify (i) the name/s 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;*

*Provided that where the need for Related Party Transaction 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. 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.*

*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"*

### **2.2.2. APPROVAL OF BOARD OF DIRECTORS**

- a. All the Related Party Transactions under section 188 of the Companies Act 2013 shall be approved by the Board of Directors of the Company. However this provision will not apply to the transactions entered into by the company in its ordinary course of business other than transactions which are not on an arm's length basis.
- b. All the Material Related Party Transactions as per Listing Agreement shall be approved by the Board of Directors of the Company.

### **2.2.3 APPROVAL OF SHAREHOLDERS**

- a. All the material related party transactions under Listing Agreement shall be approved by the Shareholders through a special resolution.
- b. All related party transactions covered under the "material related party Transactions defined under section 188 of the Companies Act 2013 shall be approved by the Shareholders through a special resolution.

### **2.3 Factors to be considered while granting approval to Related Party Transactions**

The Audit Committee/Board shall consider the following factors, among others, to the extent relevant to the Related Party Transactions while granting its approval:

- a) Whether the terms of the Related Party Transaction are fair and on arms length basis to the Company and would apply on the same basis if the transaction did not involve a Related Party;
- b) Whether there are any compelling business reasons for the Company to enter into the Related Party Transaction and the nature of alternative transactions, if any;
- c) Whether the Related Party Transaction would affect the independence of an independent director;
- d) Whether the transaction qualifies to be a transaction in ordinary course of business and at arms length.
- e) Whether the proposed transaction includes any potential reputational risk issues that may arise as a result of or in connection with the proposed transaction;
- f) Whether the Related Party Transaction would present an improper conflict of interest for any Director or Key Managerial Personnel of the Company, taking into account the terms and size of the transaction, the purpose and timing of the transaction, the overall financial position of the director or other Related Party, the direct or indirect nature of the director's, 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.

#### **2.4 Review & monitoring of Related Party Transactions:**

The Audit Committee may review and monitor a Related Party Transaction taking into account the terms of the transaction, the business purpose of the

transaction, the benefits to the Company and to the Related Party, and any other relevant matters. In connection with any review of a Related Party Transaction, the Committee has authority to modify or waive any procedural requirements of this Policy.

**3. Following transactions not to be considered as Related Party Transactions:**

Notwithstanding the foregoing, the following Related Party Transactions shall not require approval of Audit Committee, Board or Shareholders:

1. Any transaction that involves the providing of compensation to a director or Key Managerial Personnel in connection with his or her duties to the Company or any of its subsidiaries or associates, including the reimbursement of reasonable business and travel expenses incurred in the ordinary course of business.
2. Any transaction in which the Related Party's interest arises solely from ownership of securities issued by the Company and all holders of such securities receive the same benefits pro rata as the Related Party.

**4. Related Party Transactions not approved under this Policy**

In the event the Company becomes aware of a Transaction with a Related Party that has not been approved under this Policy the matter shall be reviewed by the Audit Committee. The Audit Committee shall consider all of the relevant facts and circumstances regarding the Related Party Transaction, and shall evaluate all options available to the Company, including ratification by it or recommend the Board for their ratification or seeking approval of Shareholders, revision or termination of the Related Party Transaction. The Committee shall also examine the facts and circumstances pertaining to the failure of reporting such Related Party Transaction to the Committee under this Policy, and shall take any such action as it deems appropriate.

## **5. Existing Related Party Transactions:**

This policy shall operate prospectively and all the agreements which have been entered before the effective date of this policy and are in accordance with the then prevailing laws shall be valid and effective. However, any agreement for material transactions which has been already approved and continued to be operational beyond March 2015, procedure under clause 4.2 is to be followed.

This Policy will be communicated to all Directors, KMPs, operational employees and other concerned persons of the Company.

Note: The above policy has been adopted by the Board of Directors in its meeting held on 11.11.2014.