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**PARSHWANATH**  
CORPORATION LIMITED

## **RELATED PARTY TRANSACTION POLICY**

### **Scope and Purpose of the Policy:**

Related party transactions can present a potential or actual conflict of interest which may be against the best interest of the company and its shareholders. Considering the requirements for approval of related party transactions as prescribed under the Companies Act, 2013 (“Act”) read with the Rules framed there under and Clause 49 of the Listing Agreement (as amended by SEBI Circulars dated April 17, 2014 and September 15, 2014), **Parshwanath Corporation Limited** (“the **Company**”) has formulated guidelines for identification of related parties and the proper conduct and documentation of all related party transactions.

Also, Clause 49(VII)(C) of the Listing Agreement requires a company to formulate a policy on materiality of related party transactions and dealing with related party transactions.

In light of the above, the Company has framed this Policy on Related Party Transactions (“**Policy**”). This Policy has been adopted by the Board of Directors of the Company based on recommendations of the Audit Committee. Going forward, the Audit Committee would review and amend the Policy, as and when required, subject to the approval of the Board.

### **About the Company:**

As reflected in the Main Object of the Company, the company is currently engaged in the Construction and real estate Business.

### **Objective of the Policy:**

The objective of this Policy is to set out (a) the materiality thresholds for related party transactions and; (b) the manner of dealing with the transactions between the Company and its related parties based on the Act, Clause 49 of the Listing Agreement and any other laws and regulations as may be applicable to the Company.

### **Definitions:**

**“Arm’s length transaction (‘ALP’)”** means a transaction between two related parties that is conducted as if they were unrelated, so that there is no conflict of interest.

**“Related Party”**, with reference to a Company, shall have the same meaning as defined in Section 2(76) read with the rules in that regards of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

**“Related Party Transactions (‘RPT’)”** means –

- For the purpose of the Act, specified transaction mentioned in clause (a) to (g) of sub-section 1 of Section 188;
- For the purpose of Clause 49, any transaction 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.

A **"transaction"** with a related party shall be construed to include single transaction or a group of transactions in a contract.

### **Material Thresholds:**

In accordance with the Clause 49 of the Listing Agreement requiring a company to provide materiality thresholds for transactions beyond which the shareholders’ approval will be required by way of a special resolution. The Material Threshold shall be as stated in the Section 188 of the Act, (including any enactments / modification), read with rules made thereunder (including any enactments / modification) for the purpose of Clause 49(VII)(C) of the Listing Agreement.

### **Manner of Dealing with Related Party Transactions:**

The company has formulated guidelines for identification and updating the list of related parties as per the prevailing provisions of the Companies Act, 2013, read with the rules made there under and the Clause 49 of the Listing Agreement, upon which all the Directors and Key Managerial Personnel of the Company shall be liable to intimate the Company their declaration as provided in the Annexure – I of this policy, atleast once on annual basis and upon any material changes during the year by the Directors or Key Managerial Personnel.

The Company has formulated guidelines for identification of related party transactions in accordance with Section 188 of the Act and Clause 49 of the Listing Agreement. The

Company has also formulated guidelines for determining whether the transaction is in the ordinary course of business and at arm's length basis and for this purpose, the Company seeks external professional opinion, if necessary.

**Procedure for approval of Related Party Transaction:**

All Related Party Transactions shall be subject to the prior approval of the Audit Committee whether at a meeting or by resolution by circulation or through electronic mode. A member of the Committee who (if) has a potential interest in any Related Party Transaction will not remain present at the meeting or abstain from discussion and voting on such Related Party Transaction and shall not be counted in determining the presence of a quorum when such Transaction is considered.

Prior to the approval, the Committee shall, *inter-alia*, consider the following factors to the extent relevant to the transaction:

- a. Whether the terms of the Related Party Transaction are in the ordinary course of the Company's business and are on an arm's length basis;
- b. The 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 includes any potential reputational risks that may arise as a result of or in connection with the proposed Transaction; and
- d. Whether the Related Party Transaction would affect the independence or present a 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, Key Managerial Personnel or other Related Party, the direct or indirect nature of the Director's interest, 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 Committee deems relevant.

While considering the arm's length nature of the transaction, the Committee shall take into account the facts and circumstances as were applicable at the time of entering into the transaction with the Related Party. The Committee shall take into consideration that subsequent events (i.e., events after the initial transactions have commenced) like evolving business strategies / short term commercial decisions to improve / sustain market share, changing market dynamics, local competitive scenario, economic / regulatory conditions affecting the global / domestic industry, may impact profitability but may not have a bearing on the otherwise arm's length nature of the transaction.

**Omnibus Approval:**

In the case of frequent / regular / repetitive transactions which are in the normal course of business of the Company, the Committee may grant standing pre-approval / omnibus approval. While granting the approval the Audit Committee shall satisfy itself of the need for the omnibus approval and that same is in the interest of the Company. The omnibus approval shall specify the following:

- ❖ The Audit Committee shall satisfy itself the need for such omnibus approval and that such approval is in the interest of the company;
- ❖ The omnibus approval shall provide -
  - the name(s) of the related party, nature of transaction, period of transaction, maximum amount of transaction that can be entered into;
  - Indicative base price / current contracted price and formula for variation in price, if any;
  - Such other conditions as the Audit Committee may deem fit.

Such transactions will be deemed to be pre-approved and may not require any further approval of the Audit Committee for each specific transaction unless the price, value or material terms of the contract or arrangement have been varied / amended. Any proposed variations / amendments to these factors shall require a prior approval of the Committee.

Further, where the need of the related party transaction cannot be foreseen and all prescribed details are not available, Committee may grant omnibus approval subject to the value per transaction not exceeding **Rs.1,00,00,000/- (Rupees One Crore only)**. The details of such transaction shall be reported at the next meeting of the Audit Committee for ratification. Further, the Committee shall on an annual basis review and assess such transactions including the limits to ensure that they are in compliance with this Policy. The omnibus approval shall be valid for a period of one year and fresh approval shall be obtained after the expiry of one year.

#### **Approval of Board of Directors:**

As per the provisions of Section 188 of the Act, all kinds of transactions specified under the said Section and which are not in the ordinary course of business and at arm's length basis, are placed before the Board for its approval.

In addition to the above, the following kinds of transactions with related parties are also placed before the Board for its approval:

- ❖ Transactions which may be in the ordinary course of business and at arm's length basis, but which are as per the policy determined by the Board from time to time (i.e. value threshold and/or other parameters) require Board approval in addition to Audit Committee approval;
- ❖ Transactions in respect of which the Audit Committee is unable to determine whether or not they are in the ordinary course of business and/or at arm's length basis and decides to refer the same to the Board for approval;
- ❖ Transactions which are in the ordinary course of business and at arm's length basis, but which in Audit Committee's view requires Board approval;
- ❖ Transactions meeting the materiality thresholds laid down above in this Policy, which are intended to be placed before the shareholders for approval.

### **Approval of the Shareholders of the Company:**

All Material Related Party Transactions shall require approval of the shareholders through special resolution and the Related Parties shall abstain from voting on such resolution.

Further, all Related Party Transactions in excess of the limits prescribed under the Companies Act, 2013, which are not in the Ordinary Course of Business or not at Arms' Length shall also require the prior approval of the shareholders through special resolution and the Related Parties shall abstain from voting on such resolution.

### **Transactions not previously approved:**

In the event the Company becomes aware of a Related Party Transaction that has not been approved or ratified under this Policy, the transaction shall be placed as promptly as practicable before the Committee or Board or the Shareholders as may be required in accordance with this Policy for review and ratification.

The Committee or the Board or the Shareholders shall consider all relevant facts and circumstances respecting such transaction and shall evaluate all options available to the Company, including but not limited to ratification, revision, or termination of such transaction, and the Company shall take such action as the Committee deems appropriate under the circumstances.

### **Disclosure & Reporting:**

Every Related Party Transaction entered into by the Company shall be referred to in the Board's report to the shareholders along with justification for entering into such transaction. The Company Secretary shall be, responsible for such disclosure. The Company Secretary shall also make necessary entries in the Register of Contracts required to be maintained under the Companies Act, 2013.

### **Limit of Extent:**

In the event of any conflict between the provisions of this Policy and of the Listing Agreement / Companies Act, 2013 or any other statutory enactments, rules, the provisions of such Listing Agreement / Companies Act, 2013 or statutory enactments, rules shall prevail over this Policy.

### **Dissemination:**

Either this Policy or the important provisions of this policy shall be disseminated to all functional and operational employees and other concerned persons of the Company and shall be hosted on the website of the Company and web link thereto shall be provided in the annual report of the Company.

**ANNEXURE - I**

**Notice of Interest by the Director / Key Managerial Personnel**

**To,  
The Company Secretary,  
Parshwanath Corporation Limited  
50 Harisiddh Chambers, 3<sup>rd</sup> Floor  
Ashram Road,  
Ahmedabad - 380012**

Dear Sir / Madam,

I, ....., son/daughter/spouse of ....., resident of ....., holding ..... Equity Shares of Rs. 10/- each (..... percent of the paid-up Capital) in the Company in my name, being a ..... in the Company, hereby give notice that I am interested directly/through my Relatives (Schedule) in the following company or companies, body corporate, firms or other association of individuals:

<b>Sr. No.</b>	<b>Name of the Companies / Body Corporate / Firms / Association of Individuals</b>	<b>Nature of Interest or Concern / Change Interest Concern</b>	<b>of or / in or</b>	<b>Shareholding</b>	<b>Date on which interest or concern arose / change</b>

The Following are the Bodies Corporate who's Board of Directors, Managing Director or Manager is accustomed to act in accordance with any advice, directions or instructions;

<b>Sr. No.</b>	<b>Name of the Body Corporate</b>

I am accustomed to act on the advice, directions or instructions of the following persons (other than advice, directions or instructions obtained in professional capacity).

<b>Sr. No.</b>	<b>Name of the Person</b>	<b>Relation</b>

\_\_\_\_\_  
**Name**  
**Designation**

**Place:**

**Date:**

**SCHEDULE**

**List of Relatives**

<b>No.</b>	<b>Relationship</b>	<b>Full Name</b>	<b>Address</b>	<b>Shareholding in Aroma Enterprises (India) Limited</b>
1.	Spouse			
2.	Father (including Step Father)			
3.	Mother (including step mother)			
4.	Son (including Step Son)			
5.	Son's Wife			
6.	Daughter			
7.	Daughter's Husband			
8.	Brother (including Step Brother)			
9.	Sister (including step sister)			
10.	Members of HUF			