

(Revised and Approved by the Board of Directors in the Board Meeting held on 13th February, 2023)

(Effective from 01.04.2023)

POLICY ON TRANSACTIONS WITH RELATED PARTIES

1. PREAMBLE

The Board of Directors of PBM Polytex Ltd. (hereinafter referred to as the “**Company**”) has adopted the this policy and procedures to regulate the transactions between the company and its Related Parties based on the applicable laws, regulations and to uphold principles of good corporate governance. The Board of Directors has adopted this policy in the Board Meeting of the Company held on 9th February, 2015 upon recommendation of the Audit Committee and amended from time to time in line with the Companies Act and LODR. The said Policy includes material thresholds and the manner of dealing with Related Party Transaction (“the Policy”) in compliance with the requirements of the Section 188 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and Corporate Governance norms prescribed under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as a. Amendments, from time to time. The amendment to this Policy, if any, shall be considered by the Board of Directors based on the recommendations of the Audit Committee.

This Policy applies to transactions between the Company and one or more of its related parties. Such transactions are appropriate only if they are in the best interest of the Company and its shareholders.

This Policy is revised by the Board of Directors at their meeting held on 21st February, 2019, effective from 01st April 2019 and further amended and adopted by the Board of Directors in the Board Meeting held on 30th June, 2021 and on 13th February, 2023 respectively.

2. OBJECTIVE

The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) mandates formulation of a policy on Materiality of Related Party Transactions and also on dealings with related party transactions. This policy has been framed for to comply with this requirement.

3. DEFINITIONS

“**Act**” means Companies Act, 2013 and the Rules framed there under, including any modifications, amendments, clarifications, circulars or re-enactments thereof.

“**Arms length basis**” means a transaction between the Company and the related parties that, is conducted as if they were unrelated, so that there is no conflict of interest.

"Audit Committee or Committee" means the Committee of the Board constituted from time to time under the provisions of the Listing Regulations and the Companies Act, 2013.

"Board" means the Board of Directors as defined under the Companies Act, 2013.

"Key Managerial Personnel" or "KMP" shall have the meaning as defined in Companies Act, 2013 and the rules made thereunder.

"Material modification" will mean and include any modification to an existing related party transaction having variance of 20% of the existing limit or Rs.1 Crore whichever is higher as sanctioned by the Audit.

Provided that change in the value of RPT on account of following shall not be considered as Material Modification:

Change in the existing RPT due to the reasons beyond the control of the Related Parties Change due to revision / imposition of statutory levies like taxes, duties etc.

"Material Related Party Transaction" means a transaction with a Related Party if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds rupees one thousand crore or ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. Notwithstanding the aforesaid, a transaction involving payments made to a Related Party with respect to brand usage or royalty shall be considered material if the transaction(s) to be entered individually or taken together with previous transactions during a financial year, exceed five percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

"Office or Place of Profit" means any office or place -

- i)** where such office or place is held by a director, if the director holding it receives from the company anything by way of remuneration over and above the remuneration to which he is entitled as director, by way of salary, fee, commission, perquisites, any rent-free accommodation, or otherwise;
- ii)** where such office or place is held by an individual other than a director or by any firm, private company or other body corporate, if the individual, firm, private company or body corporate holding it receives from the company anything by way of remuneration, salary, fee, commission, perquisites, any rent-free accommodation, or otherwise.

"Related Party" means a related party as defined under sub-section (76) of the Section 2 the Act or under the applicable accounting standards and as amended from time to time. Any person or entity belonging to the promoter or promoter group of the listed entity and holding 10% or more of shareholding in the listed company shall be deemed to be a related party.

"Related Party Transaction" means any transaction involving transfer of resources, services or obligations between

- i. the company or any of its subsidiary(ies) on one hand and a related party of the Company or any of its subsidiary(ies) on the other hand or
- ii. a company or any of its subsidiary(ies) on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the company or any of its subsidiary(ies)

regardless of whether a price is charged, and a transaction with related party shall be construed to include a single transaction or a group of transaction in a contract including but not limited to the following:

- (i) sale, purchase or supply of any goods or materials
- (ii) selling or otherwise disposing of, or buying, property of any kind
- (iii) leasing of property of any kind
- (iv) availing or rendering of any services
- (v) appointment of any agent for purchase or sale of goods, materials, services or property
- (vi) appointment to any office or place of profit in the company.
- (vii) Underwriting the subscription of any securities or derivatives thereof

Provided that the following shall not be a related party transaction:

(a) the issue of specified securities on a preferential basis, subject to compliance of the requirements under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(b) the following corporate actions by the listed entity which are uniformly applicable/offered to all shareholders in proportion to their shareholding:

- i. payment of dividend;
- ii. subdivision or consolidation of securities;
- iii. issuance of securities by way of a rights issue or a bonus issue; and
- iv. buy-back of securities.

(c) acceptance of fixed deposits by banks/Non-Banking Finance Companies at the terms uniformly applicable/offered to all shareholders/public, subject to disclosure of the same along with the disclosure of related party transactions every six months to the stock exchange(s), in the format as specified by the Board:

“**Relative**” means a relative as defined under section 2(77) of the Act

“**Specified Related Party Transactions**”: means the following transactions with Related Parties which are not in the ordinary course of business of the Company or which are in the ordinary course of business but not at arm’s length:

- a) sale, purchase or supply of any goods or materials, directly or through appointment of agent, amounting to 10% or more of the Turnover of the Company; or
- b) selling or otherwise disposing of, or buying, property of any kind, directly or through appointment of agent, amounting to 10% or more of the Net Worth of the Company; or
- c) leasing of property of any kind amounting to 10% or more of the turnover of the company; or
- d) availing or rendering of any services, directly or through appointment of agent, amounting to 10% or more of the Turnover of the Company; or

[The limits specified in sub-clause (a) to (d) shall apply for transaction or transactions to be entered into either individually or taken together with the previous transactions during a financial year.]

- e) appointment to any office or place of profit in the Company, its subsidiary company or Associate Company at a monthly remuneration exceeding two and a half lakh rupees; or
- f) remuneration for underwriting the subscription of any securities or derivatives thereof, of the Company exceeding 1% of the Net Worth.

[The turnover or net worth referred in the above sub-rules shall be computed on the basis of the audited financial statement of the preceding financial year.]

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

4. POLICY

(i.) All related party transactions must be reported to the Audit Committee for approval based on this policy. The Audit Committee may approve or refer such transactions to the Board for their approval. This Policy shall be reviewed by the Board of Directors once in every three years and updated as may be required.

(ii.) Key Managerial Personnel and connected related parties:

Each Director and Key Managerial Personnel shall at the beginning of the financial year disclose to the company secretary of the company their Related Parties and disclose any changes thereto during the financial year as immediately as practicable. The Audit Committee will identify Related Party Transactions, if any, with Directors or Key Managerial Personnel or their relatives.

(iii.) The Company will identify the potential transactions with the Related Parties.

5. APPROVAL PROCESS

(i.) **Approval of Audit Committee:**

Every related party transaction (except transactions entered with between the Company and its Wholly Owned subsidiary whose accounts are consolidated with the Company) shall be subject to the prior approval of the Audit Committee of the Company. provided that only those members of Audit Committee who are Independent Directors shall approve the related party transactions.

Any member of the Committee who has a potential interest in any related party transaction will abstain from any discussion or voting of such proposals and shall not be counted in determining the presence of quorum when such Transaction is considered. In the event the Company Management determines that it is impractical or undesirable to wait until a meeting of the Committee to enter into a Related Party Transaction, such transaction may be approved by the Committee by way of circular resolution in accordance with this Policy and statutory provisions for the time being in force. Any such approval must be ratified by the Committee at its next scheduled meeting.

While considering any Related Party Transaction, the Audit Committee shall take into account all relevant facts and circumstances, including the terms and business purpose of such transaction, the benefits of the Company and to the Related Party, whether such Transaction includes any potential reputational risks that may arise as a result of or in connection with the proposed Transaction and any other relevant matters.

The Audit Committee may, subject to applicable regulatory provisions including Companies Act, 2013 and the Listing regulations may grant omnibus approval for related party transaction proposed to be entered into by the company on such terms and conditions as it may deem appropriate. Omnibus Approval may be granted by the Audit Committee if Related Party Transactions are repetitive in nature and subject to criteria/conditions as

mentioned under the provisions of Section 177 of the Act and Rules made thereunder and Regulation 23 of the Listing Regulations, as amended from time to time, and such other conditions as it may consider necessary in line with this Policy and are in the interest of the Company. Such omnibus approval shall be valid for a period not exceeding one year and shall require fresh approval after the expiry of one financial year.

Audit Committee shall review, on a quarterly basis, the details of related party transactions entered into by the Company pursuant to the omnibus approval. In connection with any review of a related party transaction, the Committee has authority to modify or waive any procedural requirements of this policy. To review a related party transaction, the committee will be provided with all relevant material information including the terms of the transaction.

A related party transaction entered into by the Company, which is not under the omnibus approval or otherwise pre-approved by the Audit Committee, will be placed before the Audit Committee for ratification.

(ii.) Approval of Board of Directors:

If the Audit Committee determines that a related party transaction should be brought before the Board, or if the Board in any case wishes to review any such matter or if the transaction being (i) not in the ordinary course of business, or (ii) not at an arm's length price, the Board shall approve the related party transaction, as may be necessary.

In case of any material change in the terms of a related party transaction, subsequent to its approval by the Audit Committee or the Board, as the case may be, the revised terms shall be presented to the Audit Committee for their consideration.

Any member of the Board who has a potential conflict of interest in any Related party Transaction will not remain present at the meeting or shall abstain from discussion and voting on the approval of such Related Party Transaction and shall not be counted in determining the presence of quorum when such Transaction is considered.

(iii.) Approval of Shareholders:

All material Related Party Transactions will be placed for approval of the Shareholders of the Company through Ordinary Resolutions and the related parties shall abstain from voting on such resolutions, as prescribed under applicable regulations.

In respect of other transactions, other than the Material Related Party Transaction, with the related parties which are not in the Ordinary Course of Business and at Arms' Length Basis, the company shall comply with the provisions of the Companies Act, 2013 and the applicable listing regulations and provisions and obtain approval of the Board and / or shareholders, as applicable for such transactions.

Transactions with the Related parties (as defined under the Companies Act, 2013) covered within the scope of Section 188 of the Act, which are either not in the 'Ordinary Course of Business' and exceeds the threshold under Section 188 of the Companies Act, 2013 and the rules made there under, shall require prior approval of the shareholders through a resolution.

The requirement of seeking approval of the Audit Committee or the shareholders, shall not apply in respect of exempted transactions as specified under Companies Act, 2013 and in applicable listing regulations and provisions.

The requirements of approval specified under this Policy shall not apply in respect of a resolution plan approved under Section 31 of the Insolvency and Bankruptcy Code, 2016 including any statutory modification(s) or re-enactment thereof, subject to the event being disclosed to the recognized stock exchanges within 1 (one) day of the resolution plan being approved.

Further if 90 % (ninety) (percent) or more members of the Company, in number, are relatives of promoters or are related parties then that such members who are related party(ies) is/are eligible to entitle to vote on such resolutions whether the Company is a related party to the particular transaction or not.

6. RELATED PARTY TRANSACTIONS NOT PREVIOUSLY APPROVED

In the event the company becomes aware of the Related Party Transactions that has not been approved or ratified under this policy, the transaction(s) shall be placed as practicable before the Audit Committee or Board of Directors or the Shareholders as may be required in accordance with this policy for review and ratification.

The Audit Committee or the Board of Directors or the shareholders shall consider all relevant facts and circumstances or such transactions 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 actions as the Audit Committee deems appropriate under the circumstances.

Criteria for approving Related Party Transactions:

The following criteria shall be taken into account, in determining whether to approve, ratify, disapprove or reject a Related Party Transaction and assessing the Related Party transactions :

- i. whether the Related Party Transaction is entered into on terms no less favourable to the Company than terms generally available to an unrelated third-party under the same or similar circumstances;
- ii. the terms of such transaction;
- iii. the Related Party's interest in the transaction;
- iv. purpose and timing of the transaction;
- v. whether the Company is a party to the transaction, and if no, the nature of the Company's participation in the transaction;
- vi. if the transaction involves the sale of an asset, a description of the asset, including date acquired and costs basis;
- vii. information concerning potential counterparties in the transaction;
- viii. approximate rupee value of the transaction and approximate rupee value of the Related Party's interest in the transaction;

- ix. whether the proposed transaction includes any potential reputational risk issues that may arise as a result of or in connection with the proposed transaction;
- x. any other relevant information regarding the transaction.

Prior Board approval for certain transactions up to monetary ceiling with Related Parties:

The Company shall not enter into below transactions with related parties unless prior approval of the Board of Directors of the Company is obtained by way of resolution passed at a meeting of the Board of Directors of the Company, which shall be subject to monetary ceilings specified therein:

Nature of Transaction	Monetary ceiling for transaction during a financial year per Related Party
Sale, purchase or supply of any goods or materials or services directly or through appointment of agent	amounting to ten percent or more of the turnover of the Company as per the last audited financial statements of the Company.
Selling or otherwise disposing of, or buying, property of any kind directly or through appointment of agent	amounting to ten percent or more of net worth of the Company as per the last audited financial statements of the Company
Leasing of property of any kind	amounting to ten percent or more of the turnover of company as per the last audited financial statements of the Company
Availing or rendering of any services, directly or through appointment of agent	amounting to ten percent or more of the turnover of the Company
Such related party's appointment to any office or place of profit in the Company	at a monthly remuneration two and a half lacs rupees or as per performance assessment by the Company and industry standards
Remuneration for underwriting the subscription of any securities or derivatives thereof, of the Company	exceeding one percent of the net worth of the Company as per the last audited financial statements of the Company
Other related Party Transactions in the normal course of business	Such other transactions as would be required approval of the Audit Committee and Board of Directors

However, in case of Material Related Party Transaction shall be subject to the approval of the shareholders as mentioned in the first paragraph of point no. 5 (iii) Above.

7. DISCLOSURES

Every contract or arrangement, which is required to be approved by the Board/shareholders under this Policy, shall be referred to in the Board's Report to the shareholders along with the justification for entering into such contract or arrangement.

The Company shall submit disclosures of related party transactions every six months on the date of publication of its standalone financial results, on a consolidated basis, in the format specified in the relevant accounting standards for annual results to the stock exchanges and publish the same on the Company's website.

The Company shall disclose the Policy on its website and web- link shall be provided in the Annual Report.

8. AMENDMENT

This Policy (including threshold limits) shall be reviewed by the Board of Directors at least once every three years and/or as and when required subject to applicable laws and updated / amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace the Policy entirely with a new Policy, as it may deem necessary.