



SHREE RAJASTHAN SYNTEX LTD

RELATED PARTY TRANSACTION (RPT) POLICY

1. INTRODUCTION

Shree Rajasthan Syntex Limited (the "Company") recognizes that certain relationships can present potential or actual conflicts of interest and may raise questions about whether transactions associated with such relationships are consistent with Company's and its stakeholders' best interests.

The Company must specifically ensure that certain Related Party Transactions (as defined below) are managed and disclosed in accordance with the strict legal and accounting requirements to which the Company is subject.

Therefore, this Policy regarding the review and approval of Related Party Transactions has been adopted by the Company's Board of Directors in order to set forth the procedures under which certain transactions must be reviewed and approved or ratified.

The equity listing agreement with stock exchanges mandates formulation of a policy on transactions with Related Parties and dealing with Related Party Transactions. As part of its corporate governance practices, the Board of Directors (the "Board") of Shree Rajasthan Syntex Limited have adopted the following policy and procedure with regard to Related Party Transactions.

This Policy has been adopted by the Board of Directors of the Company based on recommendations of the Audit Committee of Directors (Audit Committee). Going forward, the Audit Committee would review and amend the Policy, as and when required, subject to the approval of the Board.

2. APPLICABILITY AND EFFECTIVE DATE

This Policy will be applicable to the Company with effect from 01 October 2014 to regulate transactions between the Company and its Related Parties based on the applicable laws and regulations.

3. PURPOSE

This Policy is framed based on requirements of listing agreement entered by the Company with the stock exchanges and also to comply with the provisions of Section 188 of the Companies Act, 2013 and is intended to ensure the governance and reporting of transactions between the Company and its Related Parties.


4. DEFINITIONS

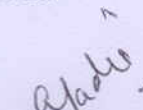
"Act" shall mean the Companies Act 2013 and the Rules framed there under, including any modifications, amendments, clarifications, circulars or re-enactment thereof.

"Arm's Length basis" means a transaction between two related parties that is conducted as if they were unrelated, so that there is no conflict of interest

"Associate Company" means any other company, in which the Company has a significant influence, but which is not a Subsidiary company of the Company having such influence and includes a joint venture company.

Explanation—for the purposes of this clause, "significant influence" means Control of at least twenty per cent of total share capital, or of business decisions under an agreement


[CS]


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[CMD]

“Audit Committee” or “Committee” means “Audit Committee” of the Board of Directors of the Company.

“Board of Directors” or “Board” means the Board of Directors of the Company.

“Company” means Shree Rajasthan Syntex Limited.

“Key Managerial Personnel” means Key Managerial Personnel of the Company in terms of the Companies Act, 2013 and the Rules made there under.

“Policy” means Related Party Transaction Policy of the Company.

“Related Party” means a person or an entity:

- (i) Which is a related party under section 2(76) of the Companies Act, 2013; or
- (ii) Which is a related party under the applicable accounting standards

Related party under section 2(76) of the Companies Act, 2013 and rules made there under are as follows-

- 1) a director or his relative;
- 2) a key managerial personnel or his relative;
- 3) a firm, in which a director, manager or his relative is a partner;
- 4) a private company in which a director or manager is a member or director;
- 5) a public company in which a director or manager is a director or holds along with his relatives, more than two per cent of its paid-up share capital;
- 6) anybody corporate whose board of directors, managing director or manager is accustomed to act in accordance with the advice, directions or instructions of a director or manager;
- 7) any person on whose advice, directions or instructions a director or manager is accustomed to act;
- 8) Provided that nothing in (vi) and (vii) above shall apply to the advice, directions or instructions given in a professional capacity;
- 9) any company which is—
 - a. a holding, subsidiary or an associate company of such company; or
 - b. a holding, subsidiary or an associate company of such company; or
 - c. a subsidiary of a holding company to which it is also a subsidiary
 - d. Director or Key Managerial Personnel of the holding company or his relative; or
 - e. such other persons as may be prescribed by Central Government

“Related Party Transaction” means transaction in the nature of contract involving transfer of resources, services or obligations between the Company and the Related Party, regardless of whether a price is charged.

“Relatives” “Relative”, with reference to any person, means anyone who is related to another, if—

- they are members of a Hindu Undivided Family;
- they are husband and wife; or
- one person is related to the other person as:
 - Father (including step-father)
 - Mother (including step-mother)
 - Son (including step-son)
 - Son’s wife
 - Daughter
 - Daughter’s husband
 - Brother (including step-brother)
 - Sister (including step-sister)

5. POLICY

All Related Party Transactions must be reported to the Audit Committee and referred for approval as per the requirement of the law.

A. Every Related Party Transaction shall be subject to the prior approval of the Audit Committee whether at a meeting or by resolutions by circulation. However, the Audit Committee may grant omnibus approval for Related Party Transactions proposed to be entered into with the Company which are repetitive in nature and are in the ordinary course of business and are at Arm's Length basis, subject to compliance of the conditions contained in clause 49 of the listing agreement.

Any member of the Committee who has a potential interest in any Related Party Transaction shall abstain from discussion and voting on the approval of the Related Party Transaction.

To review a Related Party Transaction, the Committee shall be provided with the necessary information, to the extent relevant, with respect to actual or potential Related Party Transactions and/or prescribed under the Companies Act, 2013 and Rules there under, and the Listing Agreement with the Stock Exchanges.

B. If the Committee determines that a Related Party Transaction should be brought before the Board, or if the Board in any case decides to review any such matter or it is mandatory under any law for Board to approve the Related Party Transaction, then the Board shall consider and approve the Related Party Transaction and the considerations set forth above shall apply to the Board's review and approval of the matter, with such modification as may be necessary or appropriate under the circumstances.

C. All the Related Party Transactions which are material shall require approval of the shareholders through special resolution and the Related Party/ies with whom transaction is to be entered shall abstain from voting on such resolution.

5.1 MATERIAL RELATED PARTY TRANSACTIONS

A transaction with a Related Party shall be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the consolidated annual turnover as per the last audited financial statements of the Company.

6. 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 prior to its consummation, 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, revision or termination of the Related Party Transaction. The Audit Committee may examine the facts and circumstances of the case and take any such action it deems appropriate.

7. DISCLOSURES

The Company shall disclose the policy on dealing with Related Party Transactions on its website and web-link shall be provided in the Annual Report.

8. AMENDMENTS IN LAW

Any subsequent amendment/modification in the listing agreement and/or other applicable laws in this regard shall automatically apply to this Policy.
