

**Policy and Procedures
with respect to
Related Party
Transactions**

I. PURPOSE

- (1) The Purpose of this Policy and Procedure document is to ensure protection of corporate interest, adequate disclosure and proper procedure to be followed for the material transactions or arrangement or contract to be entered into or performed by and between the Company or its subsidiaries or associates and Related Parties (as defined below) in accordance with the principle enshrined in the Companies Act, 2013 and Listing Agreement.
- (2) Texmo Pipes And Products Limited (hereinafter referred to as "TPPL") recognizes that there are situations in which Related Party Transactions might be in, or at least not inconsistent with, the best interests of TPPL and its shareholders. Such situations could include, without limitation, situations in which TPPL could obtain products or services of a nature, quality or quantity, or on other terms, that are not readily available from alternative sources or in which TPPL could provide products or services to Related Parties (as defined below) on an arm's length basis on terms comparable to those provided to unrelated third persons.

II. APPLICABILITY

It applies to all kinds of contracts, arrangements or transactions by the Company with Parties in which Director or senior management personnel are interested directly or indirectly through relatives, bodies corporate or trusts.

III. DEFINITION

- (1) Material 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 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 whichever is lower.
- (2) "Related Party Transaction" is a transaction, arrangement or relationship (or any series of similar transactions, arrangements or relationships) in which the Company (including any of its subsidiaries) was, is or will be a participant and in which any Related Party (as defined below) had, has or will have a direct or indirect interest.

- (3) A related party transaction is a transfer of resources, services or obligations between a company and a related party, regardless of whether a price is charged.
- (4) Material modification means any subsequent changes to an existing RPT, having variation of 25% of the existing limit or Rs. 25 crores whichever is Higher.
- (5) A 'related party' is a person or entity that is related to the company. Parties are considered to be related if :
- a. Such entity is a related party under Section 2(76) of the Companies Act, 2013 as amended or re-enacted from time to time or
 - b. Such entity is a related party under the applicable accounting standards.

IV. PROCEDURES

- A. All Related Party Transactions shall require prior approval of the Audit Committee of the Board of Directors of the Company (the Committee). However the 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 transactions 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 Transactions cannot be foreseen and aforesaid details are not available, Audit Committee may grant omnibus approval for such transactions subject to their value not exceeded Rs. 1 Crore per transaction.

- d. Audit Committee shall review, at least on a quarterly basis, the details of RPTs 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.
- B. All material Related Party Transactions shall require approval of the shareholders through special resolution and the related parties shall abstain from voting on such resolutions.

Provided that above procedure shall not be applicable in the following cases:

- (i) Transactions entered into between two government companies;
 - (ii) Transactions entered into between a holding Company and its wholly owned subsidiary whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval.
- C. The Committee will review the relevant facts and circumstances of each Related Party Transaction, including if the transaction is on terms comparable to those that could be obtained in arm's length dealings with an unrelated third party and the extent of the Related Party's interest in the transaction, take into account the conflicts of interest and corporate opportunity provisions of the Company's Code of Business Conduct and Ethics (the "Code"), and either approve or disapprove the Related Party Transaction.

- D. Any Related Party Transaction will be consummated and will continue only if the Committee has approved or ratified such transaction in accordance with the guidelines set forth in this Policy. If advance Committee approval of a Related Party Transaction requiring the Committee's approval is not practicable, then the transaction may be preliminarily entered into by management subject to ratification of the transaction by the Committee at the Committee's next regularly scheduled meeting; provided that if ratification will not be forthcoming, management will make all reasonable efforts to cancel or annul such transaction.
- E. Management will present to the Committee each proposed Related Party Transaction, including all relevant facts and circumstances and will update the Committee as to any material changes to any approved or ratified Related Party Transaction and will provide a status report at least annually at a regularly scheduled meeting of the Committee of all then current Related Party Transactions.
- F. The Committee can assess the materiality of a Related Party's interest in the transaction, rather than management or employees in their determination of whether a transaction falls under the policy.
- G. The Audit Committee shall consider all of the relevant facts and circumstances available to it, including the benefits to TPPL and whether the Related Party Transaction is on terms and conditions comparable to those available in arms-length dealing with an unrelated third party that can provide comparable products or services. No member of the Audit Committee may participate in any review, consideration or approval of any Related Party Transaction with respect to which such member or any of his or her immediate family members, or an entity in which he or she is a partner, shareholder or executive officer, is the Related Person.
- H. The Audit Committee shall approve only those Related Party Transactions that are in, or are not inconsistent with, the best interests of TPPL and its stockholders, as the Audit Committee determines in good faith. The Audit Committee shall convey its decision to the Compliance Officer, who shall then convey the decision to the appropriate persons within TPPL.

- i. The Board of Directors, upon the approval of the Audit Committee, take note of the Related Party Transactions and all the Directors present at such meeting shall sign the Register of Contract in pursuance of requirement under Section 189 of the Companies Act, 2013.

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

- i. 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.
- ii. 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.

V. DISCLOSURE

1. Each director and Key Managerial Personnel is responsible for providing notice to the Board or Audit Committee of any Related Party Transaction involving him or her or his or her Relative, including any additional information about the transaction that the Board/Audit Committee may reasonably request. Board/Audit Committee will determine whether the transaction does, in fact, constitute a Related Party Transaction requiring compliance with this policy.
2. The Company strongly prefers to receive such notice of any Related Party Transaction well in advance so that the Audit Committee/Board has adequate time to obtain and review information about the proposed transaction.
3. All Related Party Transactions are to be disclosed in the Board's Report or in the Financial Statement as may be required by the Companies Act of 2013 and the SEBI Regulations and related rules. Furthermore, any material Related Party Transaction will be disclosed to the full Board of Directors.

VI. INTERPRETATION

This Policy is intended to comply with the Companies Act, 2013 and the SEBI Regulations. Notwithstanding anything herein to the contrary, this Policy will be interpreted only in such a manner as to comply with Companies Act, 2013 and the SEBI Regulations. In the event that a Related Party Transaction would constitute a conflict of interest or a corporate opportunity under the Policy, the

provisions of the Companies Act, 2013 and the SEBI Regulations will apply to such Related Party Transaction. Any such Related Party Transaction may not be approved hereunder unless it is also approved in accordance with the provisions of the Policy and disclosed to the public to the extent required by law.
