



M/s Navkar Corporation Ltd
Container Freight Stations & Rail Terminals

**POLICY ON MATERIALITY AND DEALING WITH RELATED
PARTY TRANSACTIONS**
NAVKAR CORPORATION LIMITED

PREAMBLE:

Navkar Corporation Limited (the “Company” or “NAVKAR”) has adopted the following policy and procedures with regards to Related Party Transactions as defined below. This policy will be applicable to all the related party transactions entered by the Company. This policy is to regulate transactions between the Company and its Related Parties based on the laws and regulations applicable on the Company.

PURPOSE AND OBJECTIVE OF THIS POLICY:

This Policy is framed as per the requirement of Section 188 of the Companies Act, 2013 (the ‘Act’) and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”). The Policy intends to ensure the proper approval and reporting of the transactions between the Company and its Related Parties. The Company has so far been in compliance with various laws and regulations in this regard and ensured that such transactions are in the best interest of the Company and its shareholders.

The Company is required to disclose each year in the Financial Statements certain transactions between the Company and Related Parties as well as policies concerning transactions with Related Parties. The Policy shall apply to all Related Party Transaction(s), unless the transaction is exempt. Pursuant to Regulation 23 of the Listing Regulations, including its amendments, the listed entity shall formulate a Policy on materiality of Related Party Transactions and on dealing with Related Party Transactions including clear threshold limits duly approved by the board of directors and such policy shall be reviewed by the board of directors at least once every three years and updated accordingly.

This Policy may be amended from time to time and is subject to (i) Amendments to the Companies Act, 2013; (ii) Further guidance from SEBI; (iii) Consequential actions taken by the Board of Directors or the Audit Committee of the Company; (iv) Amendments to Listing Regulations.

DEFINITIONS:

- i. “Audit Committee or Committee” means Committee of Board of Directors of the Company constituted under provisions of regulation 18 of the Listing Regulations and section 177 of the Act.
- ii. “Listing Regulations” means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015.
- iii. “Company” means Navkar Corporation Limited.
- iv. “Board” means Board of Directors of the Company.
- v. “Key Managerial Personnel” or KMP means key managerial personnel as defined under the Companies Act, 2013 and includes:- (i) Managing Director, or Chief Executive Officer or Manager (ii) Whole-time Director; (iii) Company Secretary; (iv) Chief Financial Officer; (v) such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board; and (vi) such other officer as may be prescribed
- vi. “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, whichever is lower, as per the last audited financial statements of the Company. Further, 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 into 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

- vii. "Policy" means Policy on Materiality and Dealing with Related Party Transactions
- viii. "Ordinary Course of Business" means transactions with related parties in ordinary course if they are entered in pursuance of the business objective of the Company and necessary for Company's operations or related financial activities, pursuant to the objects of the Company.
- ix. "Related Party" means related party as defined in the Listing Regulations which is as follows:
 - i. Such entity(ies) is a related party under Section 2(76) of the Companies Act,2013;
 - ii. Such entity (ies) is a related party under the applicable accounting standards.
 - ii. any person(s) or entity(ies) is a related party under Regulation 2 (zb) of the Listing Regulations.

Provided that any person or entity forming a part of the promoter or promoter group of the Company; or any person or entity, holding equity shares of 10% or more in the Company either directly or on a beneficial interest basis as provided under Section 89 of the Companies Act, 2013, at any time, during the immediately preceding financial year shall be deemed to be a related party.
- x. "Related Party Transaction" means Related Party transactions as defined under clause (zc) of Regulation 2 of the Listing Regulations and transactions under Section 188 of Companies Act 2013.
- xi. "Material Modification" shall mean and include any modification to existing related party transaction having variance of 20% of the existing limit as sanctioned by the Audit Committee/Board/Shareholders, as the case may be.
- xii. "Relative" means relative as defined under sub-section (77) of section 2 of the Companies Act, 2013 and rules prescribed there under.
- xiii. "SEBI" means Securities and Exchange Board of India.

MATERIALITY THRESHOLDS:

Regulation 23 of the Listing Regulations requires a Company to provide materiality thresholds for transactions beyond which approval of the shareholders through resolution will be required. None of the Related Parties of a Company shall vote to approve on such resolution irrespective of whether the entity is a Related Party to the particular transaction or not viz. Related Party can cast only negative vote to reject the shareholders resolution on material Related Party Transactions.

However, the requirements specified above shall not apply in respect of a resolution plan approved under section 31 of the Insolvency Code, subject to the event being disclosed to the recognized stock exchanges within one day of the resolution plan being approved.

The Company has fixed the following materiality threshold for the purpose of Regulation 23(1), 23(1A) and 23(4) of the Listing Regulations:

- i. Payment to a Related Party with respect to brand usage or royalty – 5% of the annual consolidated turnover of the Company as per its last audited financial statements.
- ii. Other transactions with a Related Party – Rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Policy on Materiality and Dealing with Related Party Transactions including threshold limits shall be reviewed by the Board of Directors of the Company at least once in every three years or whenever there is change in the requirement of law and updated accordingly.

A. IDENTIFICATION AND NOTIFICATION OF RELATED PARTY TRANSACTIONS:

- I. Every Director or Key Managerial Personnel shall, within a period of thirty days of his/her appointment, or relinquishment of his/her office, as the case may be, disclose to the Company the particulars relating to his concern or interest in the other associations/entities.
- II. In accordance with the provisions of Section 184 of the Companies Act, 2013 , every Director shall at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the disclosures already made, then at the first Board Meeting held after such change, disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals which shall include the shareholding.
- III. Each Director and Key Managerial Personnel and other related party shall promptly notify the compliance officer of any material interest that such person or relative of such person had, has or may have in a proposed Related Party Transaction. The notice shall include a description of the transaction and the aggregate amount.
- IV. Senior management shall make disclosures to the Board relating to all material financial and commercial transactions, where they have personal interest, that may have a potential conflict with the interest of the Company at large (for e.g. dealing in Company's shares, commercial dealings with bodies, which have shareholding of management and their relatives, etc.)

- V. The Compliance Officer shall promptly notify the Chairman of the Audit Committee of the Board of any such proposed Related Party Transactions notified by the Director or Key Managerial Personnel or any other transactions which are to be entered into with any Related Party.
- VI. Audit Committee will determine whether the transaction does, in fact, constitute a Related Party Transaction requiring compliance with this policy.
- VII. The Company strongly prefers to receive such notice of any potential Related Party Transaction well in advance so that the Audit Committee/Board has adequate time to obtain and review information about the proposed transaction.

APPROVAL OF RELATED PARTY TRANSACTIONS:

Approval of the Audit Committee

- Every Related Party Transaction and subsequent modifications thereof shall be subject to the prior approval of the Audit Committee unless the transaction /modification enjoys any exemption as provided under the Act or Rules made thereunder or under the Listing Regulations. Further, only those members of the Audit Committee who are independent directors shall approve related party transactions.
- Every related party transaction to be entered into by the subsidiary of the Company to which the Company is not a party, shall require prior approval of the audit committee of the Company if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year exceeds 10% of standalone turnover, as per the last audited financial statements of the subsidiary.

For related party transactions of unlisted subsidiaries of a listed subsidiary as referred to above, the prior approval of the audit committee of the listed subsidiary shall suffice.

Any member of the Committee who has a potential interest in any related party transaction will rescue himself and abstain from discussion and voting on the approval of the related party transaction.

The Company may obtain omnibus approval from the Audit Committee for such transactions, subject to compliances with the following conditions:

- a) The Audit Committee shall consider the following factors while specifying the criteria for making omnibus approval, namely:-
 - (i) Repetitiveness of the transactions (in past or in future);
 - (ii) Justification for the need of omnibus approval
 - (iii) Whether the transaction(s) are proposed at arm's length basis.
- 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 part(ies) and nature of relationship with the related party, nature of transaction(s), period of transaction(s), maximum amount of transaction that can be entered into, nature, material terms and conditions, monetary values and particulars of the contract or arrangement; (ii) The indicative base price / current contracted price and the formula for

variation in the price, if any; (iii) whether the transaction is at arm's length or not, and; (iv) 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 INR 1 Crore per transaction.

d) Audit Committee shall review, atleast 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.

f) In exceptional circumstances, where it is not feasible to seek prior approval of the Audit Committee, Board of Directors and / or shareholders, as the case may be, in respect of any Related Party Transaction, then it shall be required to be ratified by the Audit Committee, Board of Directors and / or shareholders, as the case may be, within a period of three months of entering into Related Party Transaction.

In case, the same is not ratified by the Board or, as the case may be, by the shareholders at a meeting within three months from the date on which such contract or arrangement was entered into, such contract or arrangement shall be voidable at the option of the Board and if the contract or arrangement is with a related party to any Director, or is authorized by any other Director, the Directors concerned shall indemnify the company against any loss incurred by it.

While assessing a proposal put up before the Audit Committee / Board for approval, the Audit Committee / Board may review the following documents / seek the following information from the management in order to determine if the transaction is in the ordinary course of business and at arm's length or not:

- i. Nature of the transaction i.e. details of goods or property to be acquired / transferred or services to be rendered / availed – including description of functions to be performed, risks to be assumed and assets to be employed under the proposed transaction;
- ii. Key terms (such as price and other commercial compensation contemplated under the arrangement) of the proposed transaction, including value and quantum;
- iii. Key covenants (non-commercial) as per the draft of the proposed agreement/ contract to be entered into for such transaction;
- iv. Special terms covered / to be covered in separate letters or undertakings or any other special or sub arrangement forming part of a composite transaction;
- v. Benchmarking information that may have a bearing on the arm's length basis analysis, such as:
 1. market analysis, research report, industry trends, business strategies, financial forecasts, etc.;
 2. third party comparable, valuation reports, price publications including stock exchange and commodity market quotations;

3. management assessment of pricing terms and business justification for the proposed transaction;
4. comparative analysis, if any, of other such transaction entered into by the company.

Approval of the Board of Directors of the Company

As per the provisions of Section 188 of Companies Act, 2013, all kinds of transactions specified under the said Section and which are not in the ordinary course of business and not at arm's length basis shall be 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:

- i. 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;
- ii. 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;
- iii. 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.
- iv. Transactions meeting the materiality thresholds laid down in the Policy, which are intended to be placed before the shareholders for approval.

Approval of the Shareholders of the Company

All the transactions with related parties and subsequent material modifications meeting the materiality thresholds, laid down in the Policy, are placed before the shareholders for approval.

Listing Regulations provides that the requirement for seeking shareholders' approval shall not be applicable to transactions between the Company and its wholly owned subsidiary/ies whose accounts are consolidated with the Company.

In addition to the above, all kinds of transactions specified under Section 188 of the Act which (a) are not in the ordinary course of business and not at arm's length basis; and (b) exceed the thresholds laid down in Companies (Meetings of Board and its Powers) Rules, 2014 shall be placed before the shareholders for their approval.

Further, Explanatory Statement to be annexed to the notice of a general meeting seeking approval of shareholders shall contain the following particulars viz.:- (a) Name of the Related Party; (b) Name of the Director or Key Managerial Personnel who is related, if any; (c) Nature of relationship; (d) Nature, material terms, monetary value and particulars of the contract or arrangement; (e) Any other information relevant or important for the members to take a decision on the proposed resolution.

Subsidiaries

A Related party transaction to which the subsidiary of the Company is a party but the Company is not a party, shall require prior approval of the audit committee of the Company if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year exceeds ten per cent of the annual consolidated turnover as per the last audited financial statements of the Company.

A prior approval of the Audit Committee shall not be required for-

- a. Transactions entered into between the Company and its wholly owned subsidiary whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval.
- b. Transactions entered into between two wholly-owned subsidiaries of the Company, whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval.

REVIEW OF RELATED PARTY TRANSACTIONS

i. To review a Related Party Transaction, the Committee will be provided with all relevant material information of the Related Party Transaction:

1. The name of the Related Party and nature of relationship;
2. The nature, duration of the contract and particulars of the contract or arrangement;
3. The material terms of the contract or arrangement including the value, if any;
4. The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;
5. Whether all factors relevant to the contract have been considered; and
6. Any other information relevant or important for the Audit Committee/Board to take a decision on the proposed transaction.

i. Factors to be considered for considering the approval of a Related Party Transaction are as follows:

1. Whether the terms of the Related Party Transaction are fair and on arm's length basis to the Company and would apply on the same basis if the transaction did not involve a Related Party; and are in the ordinary course of business;
2. 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;
3. Whether the Related Party Transaction would affect the independence of an independent director.

4. Whether the proposed transaction includes any potential reputational risk issues that may arise as a result of or in connection with the proposed transaction;
5. Whether the Related Party Transaction would present an improper conflict of interest for any Director or Key Managerial Personnel of the Company; and
6. Any other factors the Committee deems relevant

DISCLOSURE OF RELATED PARTY TRANSACTIONS:

The Company shall submit along with its standalone and consolidated financial results for the half year; disclosures of Related Party Transactions 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 its website.

DISCLOSURE OF THE POLICY:

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

REPORTING:

- i. All Related Party Transactions shall be disclosed in the Board's Report along with details and justification for entering into such transaction.
- ii. All Related Party Transactions in which Directors are interested as defined in Section 184 shall be entered in with all the relevant particulars in register maintained as per Form MBP 4 prescribed in Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014.
- iii. Details of material transactions with related parties shall be disclosed quarterly along with the compliance report on corporate governance to the stock exchanges.
- iv. Any other reporting shall be done as prescribed in applicable regulation.

SCOPE LIMITATION:

In the event of any conflict between the provisions of this Policy and Listing Regulations/Companies Act, 2013 or any other statutory enactments, rules, the provisions of such Listing Regulations/ Companies Act, 2013 or statutory enactments, rules shall prevail over this Policy. This Policy will be communicated to all functional and operational employees and other concerned persons of the Company

AMENDMENTS IN THE POLICY:

The Board of Directors may at their discretion and on recommendation of the Audit Committee, make any changes/modifications and/or amendments to this Policy from time to time as it deems fit in accordance with the applicable laws, rules and regulations for the time being in force. The Policy is subject to review atleast once in every three years

In the event of any conflict between the provisions of this Policy and of the Act or Listing Regulations or any other statutory enactments, rules, such Act or Listing Regulations or statutory enactments, rules shall prevail over and automatically be applicable to this Policy and the relevant provisions of the Policy would be amended/modified in due course to make it consistent with the law.