



Ref. No. _____

Date _____

POLICY ON RELATED PARTY TRANSACTIONS (EFFECTIVE FROM 31ST MARCH 2018)

1. Applicability

The Board of Directors of Polymac Thermoformers Limited (the company) has adopted the following policy and procedure to regulate Related Party Transaction between the company and its related parties based on Regulation 23 of chapter IV of Securities and Exchanges Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws.

2. Purpose

The Policy is devised to regulate transactions between the company and its Related Parties with a view to ensure that such transactions are executed on arm's length basis and in a transparent and fair manner and seek necessary approvals of the Audit Committee / Board/ Shareholder as may be necessary after providing necessary information to them in the prescribed manner.

The policies also outline the procedures for identification, review, approval, disclosure and reporting of such transactions

3. Related Party and Related Party Transaction

Related Party

A "related party" is a person or entity that is related to the company. Parties are considered to be related if one party has ability to control the other party or exercise significant influence over the other party, directly or indirectly, in making financial and/ or operating decisions and includes the following:

- i) Related party as defined in Regulation 23 chapter IV of SEBI (LODR), 2015
- ii) Related Party under section 2(76) of the Companies Act, 2013 and companies (Amendment) Act, 2017;
- iii) Related party under the applicable accounting standards

4. Related Party Transaction

It means transfer of resources, services or obligations between the company and its related party, regardless of whether price is charged and also includes the transaction/transactions/contracts/arrangement between the company and its related parties.

5. Policy

5.1 Approval of Related Party Transactions by Audit Committee

All related party Transaction except the transaction with the wholly owned subsidiaries of the company must be reported to the Audit committee and referred for approval by the Audit committee in accordance with this policy

Related Party Transaction during the quarter will be referred to the next scheduled meeting of the Audit committee for review and approval. Any member of the Audit Committee who has a potential interest in any Related Party Transactions will refrain himself/herself from discussion and voting on the approval of the Related Party Transaction.

The Audit Committee may grant omnibus approval for proposed Related Party Transaction which is repetitive in nature.





POLYMAC THERMOFORMERS LIMITED

CIN No L25201WB1999PLC090774

29A WESTON STREET 3RD FLOOR, ROOM NO C-5, KOLKATA - 700 012

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The Audit Committee shall review at least on quarterly basis, the details of Related Party Transaction entered into by the company pursuant to each of the omnibus approval given.

Such omnibus approval shall be valid for a period not exceeding one year and shall require fresh approvals after the expiry of one year validity.

5.2 Approval of Related Party Transaction by the Board and Shareholders

In the event contract/ arrangement/ transaction is not in the ordinary course of business or at arm's length, the company shall comply with the provisions of the Companies Act, 2013 and the rules framed there under and obtain prior approval of the Board and its shareholders as applicable for such contract/ arrangements/ transaction.

Where Related Party transactions require approval of the Board through special resolution any director who is interested in any contract/arrangement/transaction with a related party shall not be present at the meeting during discussions on the subject matter of the resolution relating to such contract/arrangement/transaction. All material related party transactions shall be require approval of the shareholders through special resolution and the Related Parties shall abstain from voting on such resolution.

5.3 Pre Approved Transactions

The transaction entered into by the company in its ordinary course of business and are on an arm's length basis; and

The transaction/ transactions to be entered into individually or taken together with previous transactions during a financial year does not exceed 10% of the annual consolidated turnover of the company as per the last audited financial statements of the company.

6. The agenda of the Board Meeting at which the resolution is proposed to be moved and explanatory statement to be annexed to the notice of such general meeting, shall disclose all such details/ information about the contract as are prescribed under the companies(Meeting of Board and its Powers) Rules, 2014.

7. This policy will be communicated to all its Directors and Key Managerial Personnel of The Company.

8. Periodical Review/ Amendments of the Policy

The Audit committee shall periodically review this policy and may recommend amendments to this policy from time to time as it deems appropriate. Any or all provisions of this policy would be subject to revision/ amendment in accordance with Rules, Regulations, Notification, etc. On the subject as may be issued by relevant statutory authorities from time to time.

9. Disclosures

This policy shall be disclosed on the company website and a web link thereto shall be provided in the Annual Report.

Approved in the Board Meeting Held on 15th March, 2018

