



RAJRATAN

OUTPERFORM

INDIA | THAILAND

www.rajratan.co.in



POLICY ON MATERIALITY OF AND DEALING WITH RELATED PARTY TRANSACTIONS

Pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as amended from time to time

1. INTRODUCTION

The Board of Directors (the "Board") of Rajratan Global Wire Limited (the "Company") has adopted this Policy on Related Party Transactions (the "Policy") to provide guidance on the procedure with regard to Related Party Transactions (as defined below). This Policy is to regulate transactions between the Company and its Related Parties (as defined below) based on the applicable laws and also provides for materiality of Related Party Transactions.

2. PURPOSE

Related Party Transactions can present a potential or actual conflict of interest which may be against the best interest of the Company and its shareholders. This Policy is framed on the basis of the requirement under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended and to ensure the identification of Related Parties, proper conduct, governance and reporting of transactions between the Company and its Related Parties.

3. DEFINITIONS

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

"Board of Directors" or **"Board"** means the Board of Directors of Rajratan Global Wire Limited, as constituted from time to time.

RAJRATAN GLOBAL WIRE LIMITED

Regd. Office: Rajratan House, 11/2, Meera Path, Dhenu Market, Indore-452003, Madhya Pradesh, India. Tel.: +91-731-2546401
Factory: 200-B, Sector-1, Pithampur-454775, Dist. Dhar, Madhya Pradesh, India. Tel.: +91-7292-253429, 253375

CIN No. L27106MP1988PLC004778





RAJRATAN

OUTPERFORM

INDIA | THAILAND

www.rajratan.co.in



“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 10% (ten percent) of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

It is clarified that, for 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 5% (Five percent) of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

“Related Party” shall have a meaning as defined in Section 2(76) of the Companies Act, 2013, Regulation 2(1)(zb) of SEBI Listing Regulations and under other applicable law, as amended.

“Related Party Transaction” means any transaction involving transfer of resources, services or obligations between the Company and a Related Party, regardless of whether a price is charged. A “transaction” with a Related Party shall be construed to include a single transaction or a group of transactions in a contract.

Any other terms not defined herein shall have the same meaning as defined in the Companies Act, 2013, SEBI Listing Regulations or any other applicable law or regulation as amended from time to time.

4. MANNER OF DEALING WITH RELATED PARTY TRANSACTION

Each Director and/or KMP is responsible for providing notice to the CFO and/or Company Secretary of any potential Related Party Transaction involving him/her or his/her Relative or his/her Related Party, including any additional information about the transaction that the Audit Committee / Board may request, for being placed before the Audit Committee/Board. The Board / Audit Committee shall record the disclosure of interest and the Audit Committee

RAJRATAN GLOBAL WIRE LIMITED

Regd. Office: Rajratan House, 11/2, Meera Path, Dhenu Market, Indore-452003, Madhya Pradesh, India. Tel.: +91-731-2546401
Factory: 200-B, Sector-1, Pithampur-454775, Dist. Dhar, Madhya Pradesh, India. Tel.: +91-7292-253429, 253375

CIN No. L27106MP1988PLC004778





RAJRATAN

OUTPERFORM

INDIA | THAILAND

www.rajratan.co.in



will determine whether the transaction does, in fact, constitute a Related Party Transaction requiring compliance with this Policy.

Such notice preferably should be given to the company well in advance, so that the Audit Committee has adequate time to obtain and review information about the proposed transaction.

APPROVAL BY AUDIT COMMITTEE

Every Related Party Transactions shall be subject to the prior approval of the Audit Committee whether at a meeting or by circular resolution (as may be permissible). To review a Related Party Transaction, the Committee will be provided with all relevant material information of the Related Party Transaction, including the terms of the transaction, the business purpose of the transaction, the benefits to the Company and to the Related Party, and any other relevant matters.

The Audit Committee may grant omnibus approval for Related Party Transactions proposed to be entered into by the Company subject to the conditions specified under SEBI (LODR) Regulations, 2015 and the Companies Act, 2013.

APPROVAL OF BOARD

As per the provisions of section 188 of the Companies Act, 2013, all kinds of transactions specified under the said section and which are not in an Ordinary Course of Business and/or not at an Arms' Length Basis, shall be placed before the Board for its approval.

APPROVAL OF THE SHAREHOLDERS OF THE COMPANY

Subject to the exceptions provided under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, all material Related Party Transactions shall require approval of the shareholders of the Company. No related party with respect to the Company shall vote to approve such resolutions. Transactions with related parties which are not in the ordinary course of business or at arm's length basis and exceeds the ceiling provided under rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014 (as amended) read with

RAJRATAN GLOBAL WIRE LIMITED

Regd. Office: Rajratan House, 11/2, Meera Path, Dhenu Market, Indore-452003, Madhya Pradesh, India. Tel.: +91-731-2546401
Factory: 200-B, Sector-1, Pithampur-454775, Dist. Dhar, Madhya Pradesh, India. Tel.: +91-7292-253429, 253375

CIN No. L27106MP1988PLC004778





RAJRATAN

OUTPERFORM

INDIA | THAILAND

www.rajratan.co.in



Section 188 of the Act shall require prior approval of shareholders of the Company subject to exceptions provided under the Act.

5. DISCLOSURE

This Policy will be communicated to all relevant employees and other concerned persons of the Company and shall be placed on the website of the Company at www.rajratan.co.in

Further, the Company shall make all necessary disclosures in its Annual Report and/or to the Stock Exchanges, as may be required to be made under applicable laws.

6. AMENDMENT

The Board shall have the power to amend any of the provisions of this Policy, substitute any of the provisions with a new provision or replace this Policy entirely with a new Policy.

Place – Indore
Date – 21-01-2021


Signature
Sunil Chordia
Chairman & Managing Director

