

# **NOVA IRON & STEEL LIMITED**

## **Related Party Transactions Policy**

### ***Regulatory Requirement***

Pursuant to clause 49 VII C of listing Agreement Company required to formulate a Policy on Materiality of Related Party Transactions (RPT).

### ***Related Party***

“Related Party” or “RP” attributes to the meaning as defined under the provisions of section 2(76) of the Companies Act 2013 (“Act”).

### ***Relative***

“Relative” means as defined under section 2(77) of the Act.

### ***Related Party Transactions***

“Related Party Transaction” or “RPT” attributes to meaning as defined under the provisions of section 188 of the Companies Act 2013.

### ***Materiality of Related Party Transaction***

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 such percentage as may be prescribed by the Act or Rules there under of the annual consolidated turnover of the company as per the last audited financial statements of the company or any other criteria defined by the Act or rules made under the Act. The related parties shall abstain from voting on such resolutions.

### ***Transaction at Arms’ Length and in the ordinary course of Business***

The expression “Arm’s” length transaction” means a transaction between two related parties that is conducted as if they were unrelated, so that there is no conflict of interest in performing the duties of a director. Transaction in the course of business means the transaction which are regularly conducted between the company and the entities and is incidental or consequential to the object clauses of the Company. Interest shall be ‘financial’ or ‘personal’ interest of a director.

### ***Consideration of Related Party Transactions***

- a) The Audit Committee will consider the RPT and may grant omnibus approval for RPT entered/proposed to be entered into by 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 transaction that can be entered into and (ii) such other conditions as the

Audit Committee may deem fit;

- d) Provided that where the need for Related Party Transaction cannot be foreseen approval for such transactions subject to their value as may be decided by the Audit Committee per transaction.
- e) Audit Committee shall review annually the details of RPTs entered into by the company pursuant to each of the omnibus approval given.
- f) On the recommendation of Audit Committee, Board will approve the RPTs
- g) Such omnibus approvals shall be valid for a period not exceeding one year and shall require fresh approvals after the expiry of one year"

***Audit Committee to consider RPT***

Audit Committee will consider any potential RPTs. In considering a Related Party Transaction, the Audit Committee/Board will consider such factors as it deems appropriate, including:

- (i) the business rationale for the Related Party Transaction;
- (ii) the commercial reasonableness of its terms;
- (iii) the materiality of the Related Party Transaction to the Company.
- (iv) whether its terms are (and will be perceived to be) fair to the Company and on the same basis as would apply if the transaction did not involve a Related Party;
- (v) the extent of the Related Party's interest in the Related Party Transaction;
- (vi) if applicable, the impact (or perceived impact) of the Related Party Transaction on a director's independence;
- (vii) the actual, apparent or perceived conflict of interest of the Related Party participating in the Related Party Transaction; and
- (viii) the legal and regulatory requirements to be followed by the Company in respect of the Related Party Transaction.

No director shall participate in the evaluation or approval of any Related Party Transaction for which he or she is a Related Party and will abstain from voting on the approval of the Related Party Transaction, except that the director shall provide all material information concerning the Related Party Transaction to the Board and may otherwise participate in some or all of the Audit Committee/Board's discussions if so requested.