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# **BCL**

## **POLICY ON RELATED PARTY TRANSACTIONS**



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## BCL INDUSTRIES LIMITED

### POLICY ON RELATED PARTY TRANSACTIONS

#### 1. Introduction

BCL INDUSTRIES LIMITED recognizes that Related Party Transactions (as defined below) may pose potential or actual conflicts of interest and may raise questions whether such transactions are in the larger interest of the Company as well as the stakeholders concerned and in compliance with the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### 2. Definitions

**Act** means the Companies Act, 2013 including any amendment or modification thereof.

**Arm's Length Transaction** means a transaction between two related parties that is conducted as if they were unrelated.

**Associate Company** a company as defined under section 2(6) of the Act and as defined by Indian Accounting Standard (**Ind AS**) 28 on Accounting for Investments in Associates in Consolidated Financial Statements.

**Audit Committee** means the Committee of the Board constituted under Section 177 of the Act and Regulation 18 of the Listing Regulations.

**Board or Board of Directors** means the collective body of directors of the Company.

**Body Corporate** means an entity as defined under section 2(11) of the Act.

**Company or BCL** means **BCL Industries Limited**.

**Director** means a person as defined under section 2(34) of the Act.

**Employees** shall mean the employees and officers of the Company, including but not limited to Whole-time Directors.

**Key Managerial Personnel**, as defined under section 2(51) of the Act, in relation to the Company, shall mean -

- i. Chief Executive Officer or the Managing Director or the Manager;
- ii. Company Secretary;
- iii. Whole-time Director;
- iv. Chief Financial Officer;
- v. Such other officer as may be prescribed or as per amendments becoming applicable.

**Listing Regulations** means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be modified from time to time.

**Material Related Party Transaction** means all RPTs having value exceeding the threshold limits prescribed under the Listing Regulations and/ or the Companies Act, 2013, whichever is lower, making it Material. This shall be applicable as per amendments made from time to time.

**Ordinary course of business:**

Ordinary course of business means the usual/ routine/ regular business transactions undertaken by the Company in normal course of conducting its business operations and activities, which includes-

- (i) Payment of remuneration, including the monthly salary, performance related pay, and ex-gratia/reward for services, to Functional Directors and Key Managerial Personnel,
- (ii) Payment of sitting fee to the Independent Directors;
- (iii) Payment of expenditure incurred on travel, conveyance, boarding, lodging and on other expenditure incidental thereto, incurred by the Company in connection with the discharge of official duties by the Directors and Key Managerial Personnel;

Guidance Note on RPTs issued by the Institute of Companies Secretaries of India, inter-alia suggest the following factors for deciding whether an activity which is carried on by the business is in the 'ordinary course of business':

- a. Whether the activity is covered in the objects clause of the Memorandum of Association;
- b. Whether the activity is in furtherance of the business;
- c. Whether the activity is normal or otherwise routine for the particular business (i.e. activities like advertising, staff training, etc.);
- d. Whether the activity is repetitive/frequent;
- e. Whether the income, if any, earned from such activity/transaction is treated as business income in the company's books of account;
- f. Whether the transactions are common in the particular industry;

- g. Whether there is any historical practice to conduct such activities business;
- h. The financial scale of the activity with regard to the operations of the business;
- i. Revenue generated by the activity; and
- j. Resources committed to the activity.

The above list is not exhaustive. Individually, none of the above parameters can tantamount a transaction being in the ordinary course of business.

**Policy** means BCL - Policy on Related Part Transactions.

**Related party** – A ‘related party’ means a related party as defined under Section 2(76) of the Companies Act, SEBI (LODR) Regulations as amended from time to time or under the applicable accounting standards.

Section 2(76) of the Companies Act defines related party with reference to a company means–

- (i) A Director or his relative;
- (ii) A Key Managerial Personnel or his relative;
- (iii) A firm, in which a director/ manager or his relative is a partner;
- (iv) A private company in which a director/ manager is a member or director;
- (v) A public company in which a director/ manager is a director and holds along with his relatives, more than two per cent. of its paid- up share capital;
- (vi) Any Body Corporate whose Board of Directors, managing director or manager is accustomed to act in accordance with the advice, directions or instructions of a director/ manager excluding advice, directions or instructions given in a professional capacity;
- (vii) Any person on whose advice, directions or instructions a director/ manager is accustomed to act, excluding advice, directions or instructions given in a professional capacity;
- (viii) Any company which is a holding, subsidiary or an associate company or a subsidiary of a holding company to which the Company is also a subsidiary;
- (ix) Such other person as may be prescribed such as a director other than Independent Director or Key Managerial Person of the Company or his relative, shall be deemed to be a Related Party for the Company.

**Related party Transactions** means a transaction, entered/ to be entered with related party/ parties of the Company, as specified either under the provisions of the Companies Act, 2013 or under Regulation 2(1)(zc) of the Listing Regulations.

**Relative:**

Relative”, with reference to any person, means anyone who is related to another, if—

- i they are members of a Hindu Undivided Family; ii they are husband and wife; or
- iii one person is related to the other in such manner as may be prescribed, which is as follows:
  - (a) Father (including step-father)
  - (b) Mother (including step-mother)
  - (c) Son (including step-son)
  - (d) Son’s wife
  - (e) Daughter
  - (f) Daughter’s husband
  - (g) Brother (including step-brother)
  - (h) Sister (including step-sister)

**Material modification”** means any subsequent change to an existing RPT, having variance of 20% of the existing limit or Rs.10 crores whichever is lower.

**Subsidiary** means a company as defined in Section 2(87) of the Companies Act, 2013.

Aforesaid definitions and any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, the Listing Regulations, Securities Contract Regulation Act, SEBI Act or any other applicable law or regulation.

The definitions appearing in this Policy shall change and shall have effect as amended or re-enacted from time to time under respective laws, regulations or statutes.

### 3. Procedures

#### 3.1 Identification of Related Party Transactions

**3.1.1** The respective Director/ Key Executive/ Head of Department will ensure that a notice of any potential Related Party Transaction (being any contract or other services proposed to be entered with JVs, Subsidiaries and SPVs including appointment of/to any office or place of profit in any JVs, Subsidiaries or SPVs, and other related parties) is delivered well in advance to the Audit Committee and Board, so that the Audit Committee and Board will have adequate time to obtain and review

information about the proposed transaction and arrange for necessary **prior approval of Audit Committee** - in terms of regulation 23(2) of the Listing Regulations read with section 177(4)(iv) of the Act; **prior consent of the Board** - in terms of section 188(1) of the Act; **prior approval of the Company** by a resolution - in terms of first proviso under section 188(1) of the Act; and **ratification** by the Board or, as the case may be, by the shareholders within three months - in terms of section 188(3) of the Act.

**3.1.2** Key Executive/Head of Department shall intimate to Corporate Accounts within ten days of the end of each quarter all the transactions with related parties.

Based on the above, all the related party transactions entered into during each quarter shall be consolidated by the Corporate Accounts and submitted to the Audit Committee and Board, as duly approved by the Director (Finance), along with Quarterly/Annual Accounts.

#### **4. Review and approval of Related Party Transactions**

##### **4.1 Audit Committee**

**All the transactions** with the related party, require the prior approval of the Audit Committee, in terms of regulation 23(2) of the Listing Regulations. Further, subsequent modification of such transaction also require the approval of the Audit Committee as provided under section 177(4)(iv) of the Act. The Audit committee shall consider the following factors while deliberating the related party transactions for its approval: -

- (i) Name of party and nature of relationship;
- (ii) Nature of transaction and material terms thereof including duration of transaction and the value of transaction;
- (iii) the manner of determining the pricing to ascertain whether the same is on arm's length; and
- (iv) Business rationale for entering into such transaction
- (v) Such other disclosures as required or mandated as per amendments in Act / Regulations/Circulars/ Notifications etc. applicable from time to time.

Any member of the Committee who has a potential interest in any Related Party Transaction will recuse himself and abstain from discussion and voting on the approval of the Related Party Transaction.

Audit Committee is also authorised to grant **omnibus approval** for related party transactions as provided under section 177(4)(iv) of the Act read with rule 6A of the Companies (Meetings of Board and its Powers) Rules, 2014, and regulation 23(3) of the Listing Regulations. Such omnibus approval may be granted for contracts exceeding one year; provided that the contract value shall be subject to fresh approval of Audit Committee on annual basis.

Further, in case of related party transactions which cannot be foreseen and where the above details are not available, Audit Committee may grant omnibus approval provided the value does not exceed Rs.1 crore per transaction;



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The Audit Committee shall review, at least on a quarterly basis, the details of related party transactions entered into by the company pursuant to each of the omnibus approval given;

All omnibus approvals by the Audit Committee shall be valid for 1 year and shall require a fresh approval after expiry of such financial year.

#### **4.2 Board of Directors**

The Company shall enter into any contract or arrangement with a related party with respect to a transaction as specified under section 188(1) of the Act, only with prior consent of the Board of Directors given by way of a resolution of the Board, and subject to such conditions as may be prescribed under the Act from time to time.

However, no such approval of the Board shall be required for the transactions entered into with other government company/companies or any transaction entered into by the Company with a related party in the 'ordinary course of business' and at 'arm's length basis', as specifically provided under the Act.

Any member of the Board who has any potential interest in any Related Party Transaction will recuse himself and abstain from discussion and voting on the approval of the Related Party Transaction.

If the Board determines that any related party transaction require approval of the Shareholders of the Company, the same shall be placed before the Shareholders of the Company for obtaining the approval or, as the case may be, ratification of the Company by a resolution.

#### **4.3 Shareholder approval**

All related part transactions proposed by the Board for the prior approval of the Company by a resolution or, as the case may be, ratification as per the provisions of Companies Act 2013 or otherwise, shall be subject to the approval or, as the case may be, ratification of the shareholders, either at a general meeting or through postal ballot.

However, no member of the Company who is related to the transaction shall not vote on resolution for prior approval or, as the case may be, ratification.

Further, all material related party transactions and subsequent material modifications shall require prior approval of the shareholders through resolution and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

### **5 Disclosures**

5.1 Every Director of a Company who is in any way, whether directly or indirectly, concerned or interested in a contract or arrangement or proposed contract or arrangement entered into or to be entered into –

- With a body corporate in which such director or such director in association with any other



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director, holds more than two per cent. shareholding of that body corporate, or is a promoter, manager, Chief Executive Officer of that body corporate; or

- With a firm or other entity in which, such director is a partner, owner or member, as the case may be;

shall disclose the nature of his concern or interest at the meeting of the Board in which the contract or arrangement is discussed and shall not participate in such meeting:

Provided that where any director who is not so concerned or interested at the time of entering into such contract or arrangement, he shall, if he becomes concerned or interested after the contract or arrangement is entered into, disclose his concern or interest forthwith when he becomes concerned or interested or at the first meeting of the Board held after he becomes so concerned or interested.

5.2 The transaction entered into with the related party/ies shall be disclosed in the Annual Report/Accounts as per the disclosure requirements and also shall be periodically reviewed in accordance with the provisions of Companies Act, 2013 and Schedule V of the Listing Regulations.

5.3 The Policy on Related Party Transaction shall be disclosed on the website of the Company and a web link thereto shall also be provided in the Annual Reports of the Company.

This policy may be amended with the due approval of the Chairman and Managing Director for aligning with the amendment(s) to applicable regulation from time to time and details thereof be placed before the Audit Committee and the Board at the ensuing meetings.

### **Limitation and Amendment**

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, the provisions of such Act or Listing Regulations or statutory enactments, rules shall prevail over this Policy.

Any subsequent amendment / modification in the Listing Regulations, Act, definitions, threshold limits, and/or applicable laws in this regard shall automatically apply to this Policy and shall be deemed to be adopted as applicable to the company.

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