

NANDINI TEXCOM (INDIA) LIMITED

CIN: L65910GJ1994PLC021165

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1. Purpose

This Policy regulates transactions between the Company and its related parties to ensure that all such transactions are conducted at arm's length and in the ordinary course of business, with appropriate Board/Audit Committee/Shareholder oversight, and to prevent conflicts of interest.

2. Definitions

- **"Act"** shall mean the Companies Act, 2013 read with the Rules thereto, as amended from time to time.
 - **"Listing Regulations"** shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time.
 - **'Related Party'** has the meaning assigned under Section 2(76) of the Act read with Regulation 2(1)(zb) of SEBI LODR.
 - **'Related Party Transaction (RPT)'** means any transaction or arrangement between the Company and a Related Party as defined above.
 - **'Material RPT'** means any transaction with a Related Party individually or taken together with previous transactions during a financial year exceeding ₹1,000 crore or 10% of the annual consolidated turnover of the Company, whichever is lower (as per Regulation 23(1) of SEBI LODR).
 - **'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.
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3. Identification of Related Parties

The Chief Financial Officer/Company Secretary shall maintain an updated list of related parties based on disclosures received from directors and KMPs, and applicable provisions of the Act and SEBI LODR.

4. Approval Requirements

4.1 Audit Committee

- All RPTs (except transactions exempted under applicable law) shall require prior approval of the Audit Committee.
 - The Audit Committee may grant omnibus approval for RPTs that are repetitive in nature, subject to conditions prescribed under the Act and SEBI LODR.
 - Omnibus approval shall be valid for one financial year and shall be reviewed at the start of each financial year.
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4.2 Board of Directors

- RPTs not covered by omnibus approval and requiring specific board approval under Section 188 of the Act shall be placed before the Board.

4.3 Shareholders

- All Material RPTs and those requiring shareholders' approval under applicable law shall be placed before the shareholders by way of ordinary resolution.
 - No related party shall vote to approve Material RPTs in which they are interested.
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5. Exemptions

The following transactions are exempt from the provisions of this Policy (but shall be disclosed as required by law):

1. Transactions entered into between two wholly-owned subsidiaries of the listed holding company.
 2. Payment of dividend to shareholders.
 3. Transactions exempted under Regulation 23(5) of SEBI LODR, as amended.
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6. Procedure for Seeking Approval

1. The concerned department shall identify a proposed RPT and notify the Company Secretary.
 2. Details of the proposed transaction including nature, terms, value, and justification shall be submitted to the Audit Committee for review.
 3. The Audit Committee shall satisfy itself that the transaction is at arm's length and in the ordinary course of business (wherever applicable).
 4. Post-approval, the transaction shall be executed, documented, and monitored by the Finance/Legal team.
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7. Disclosures

- All RPTs shall be disclosed in the Notes to Accounts in the financial statements as per applicable accounting standards.
 - Material RPTs shall be disclosed to the stock exchanges in accordance with SEBI LODR.
 - The Policy shall be published on the Company's website.
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8. Review

This Policy shall be reviewed by the Audit Committee annually and modified as necessary to comply with changes in applicable law.