

BHIWANI VANASPATI LIMITED

POLICY ON RELATED PARTY TRANSACTIONS

[Vide Clause 49(VII)(C) of the Listing Agreement]

(Approved by the Board of Directors of the Company at its Meeting held on 13th February, 2015)

'Related party' and 'related party transactions' shall be construed according to their respective meanings under the Listing Agreements with the Stock Exchanges read with the Companies Act, 2013.

A. MATERIALITY OF RELATED PARTY TRANSACTIONS

In the ordinary course of business, the Company shall not encourage any related party transaction unless it is considered to be 'material' in the Company's interest in view of the benefits expected to be derived there from. Only that related party transaction shall be considered as material and taken up for consideration by the Board of Directors or Audit Committee which passes through the following criteria:

1. It is absolutely beneficial to the Company and necessary for the purpose of the Company's business.
2. The offer/s involved in such transaction from or to the other party is/are totally justified.
3. The transaction has competitive advantage, judging by the cost and effect factor, over other such or similar existing or probable transactions not being related party transactions.
4. As between two related party transactions, the selected one is more economical and effective.
5. Its short term vis-a-vis long term merits to serve the best interest of the Company, justify its adoption.
6. Every related party transaction shall be on 'arm's length' basis i.e, the status of the related party as such shall be disregarded and viewed at par with the same of any unrelated party.

B. DEALING WITH RELATED PARTY TRANSACTIONS

In terms of Clause 49 of the Listing Agreements the Audit Committee at its Meeting held on 13th February, 2015 has granted omnibus approval for all related party transactions which will pass the criteria given in A above and repetitive in nature subject to the value not exceeding Rs.1 crore per transaction.

The Audit Committee shall review, atleast on a quarterly basis, the details of each such transaction entered into by the Company according to such omnibus approval.

This omnibus approval for each such transaction shall be valid for a period of one year from the date on which it is entered and shall be subject to the fresh such approval after the expiry of one year for a further period of one year and so on. However, the Audit Committee while reviewing on quarterly basis may give fresh approvals to such transactions without waiting for their respective one year terms to expire.

For related party transitions not covered by omnibus approval :

1. Every transaction of the Company shall be previously scrutinised so as to establish whether it is a 'related party transaction'.
2. If it is so, it shall be referred to any of the Members of the Audit Committee ('the Committee'), before giving any effect thereto.
3. The Member aforementioned shall call or cause to be called a Meeting of the Audit Committee to consider such transaction for approval. Otherwise, a Resolution by Circulation may be passed by the Committee to approve such transaction [unless the same has to be passed at a Meeting only in terms of Section 179(3) of the Companies Act, 2013].
4. Given the character of the transaction, if the prior approval of the Board of Directors ('the Board') is also required in terms of Section 188(1) of the Companies Act, 2013, the Committee shall, after its approval, refer the same to the Board for its consideration and approval. A Resolution by Circulation may be passed by the Board to approve such transaction [unless the same has to be passed at a Meeting only in terms of Section 179(3) of the Companies Act, 2013].

5. If a Meeting of the Committee has already been called in the ordinary course business, the transaction shall remain pending (unless it is so urgent in nature) till the Meeting is held and it is considered and approved thereat.
6. The transaction, which requires previous approval of the Shareholders in terms of Section 188 of the Companies Act, 2013 read with Clause 49 of the Listing Agreement, by way of a Special Resolution, shall wait till the Shareholders' Meeting is held and the transaction is approved.
7. If a Director is in any way, directly or indirectly, concerned or interested in a contract or arrangement in or in connection with any related party transaction and the provisions of Section 184(2) of the Companies Act, 2013 are attracted and consequently he cannot participate in the Board Meeting at which it will be discussed, the Board will endeavour to discuss the same as the last item of business of the Meeting in which case the concerned Director will take leave.
