

**RELATED PARTY
TRANSACTION POLICY
OF
ORIENTAL NAGPUR BETUL
HIGHWAY LIMITED**

Effective date	03/02/2022
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Related Party Transactions Policy

1. Introduction

This Policy had been framed by the Company pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). This Policy is made to comply with the requirements of Chapter IV of Listing Regulations. The Policy shall apply to the transactions entered into with a Related Party.

2. Definitions

(a) **“Act”** means the Companies Act, 2013 including any statutory modification(s) or re-enactment(s) thereof;

(b) **“Board”** means the Board of Directors of the Company;

(c) **“Related Party”** with reference to the Company, means an entity where:

i. Such entity is a related party as defined under Section 2(76) of the Act; or

ii. Such entity is a related party as defined under Regulation 2(zb) of the Listing Regulations.

(d) **“Related Party Transaction”** means a transaction between the Company and a Related Party which transaction is of the nature specified in sub-clauses (a) to (g) of Section 188(1) of the Act or is a related party transaction as defined under Regulation 2(zc) read with Regulation 23 of the Listing Regulations.

3. Transactions between Company & Related Parties & Materiality Threshold

Transactions between the Company and Related Parties shall be entered into in the manner that is compliant with the applicable provisions of the Act and Regulation 23 of the Listing Regulations, as amended, from time to time. A transaction with the Related Party shall be treated as “material” if the transaction(s) to be entered into individually or taken together with previous transaction(s) during a financial year with such Related Party exceed 10% of the annual consolidated turnover of the Company as per the last audited financial statement of the Company.

4. Processes for dealing with Related Party Transactions

a. All related party transaction(s) / Agreement(s) shall require prior approval of Audit Committee or the Board or the shareholders of the Company, as the case may be, as required under and subject to the Act and the Listing Regulations or any other applicable law. Provided that only those members of the audit committee, who are independent directors, shall approve related party transactions.

b. All Related Party transaction(s) / Agreement(s) shall be tested / justified for determination of whether the transaction(s) is in the ordinary course of business and on an arm's length basis.

5. Amendment

The Board reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification shall be inconsistent with the applicable provisions of the Act or Listing Regulations or any applicable law for the time being in force.

6. Review

This policy shall be reviewed by the Board as per applicable provisions of the Act or Listing Regulations or any other Law.