



JUPITER WAGONS LIMITED
(FORMERLY COMMERCIAL ENGINEERS BODY BUILDERS CO LIMITED)
POLICY FOR CONSIDERATION AND APPROVAL OF RELATED PARTY TRANSACTIONS



POLICY ON RELATED PARTY TRANSACTION AND MATERIALITY OF RELATED PARTY TRANSACTIONS

1. Preamble / Introduction

The Board of Directors of the Company has adopted the following policy and procedure with regards to dealing with Related Party Transactions and policy on materiality of Related Party Transactions. The Audit Committee will review the same from time to time and propose amendment(s) required in the policy to the Board of Directors

2. Scope and purpose of the policy

1. The Company recognizes that Related Party Transactions (as defined below), as part of its business activities, may have potential or actual conflicts of interest and may raise questions whether such transactions are consistent with the Company's and its stakeholders' best interest and in compliance with the provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time.
2. The Board of Directors of the Company has adopted this Policy upon the recommendation of the Audit Committee and the said Policy includes the materiality threshold and the manner of dealing with Related Party Transactions ("Policy") in compliance with the requirements of the Act and the Listing Regulations, as amended from time to time.

3. Definitions:

- a) **"Act"** means the Companies Act, 2013 including any amendment or modification thereof.
- b) **"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.
- c) **"Audit Committee"** means the Committee of the Board formed under the provisions of the Act and the Listing Regulations.
- d) **"Listing Regulations"** means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment or modification thereof.
- e) **"Material related party transaction"**

A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds either of the following limits as per the last audited financial statements of the Company:

Category of Transaction	Limits – u/s 188 of the Companies Act 2013 as amended from time to time	Limits – under Listing Regulations as amended from time to time
Sale, purchase or supply of any goods or materials, directly or through appointment of agent	amounting to 10% or more of turnover	any transaction involving transfer of resources, services or obligations between the Company and a related party exceeding 10% of annual consolidated turnover
Selling or otherwise disposing of, or buying, property of any kind; directly or through appointment of agent	amounting to 10% or more of net worth	
Leasing of property of any kind;	amounting to 10% or more of turnover	
Availing or rendering of any services, directly or through appointment of agent	amounting to 10% or more of turnover	
Such Related Party's appointment to any office or place of profit in the company, its subsidiary company or associate company	At a monthly remuneration exceeding Rs 2.5 lakh	
Remuneration for underwriting the subscription of any securities or derivatives thereof, of the company	Remuneration exceeding 1% of net worth	
Any payments made to a Related Party for Brand Usage/ Royalty	Not specified	

Related Party Transaction policy on materiality and its threshold limits shall be reviewed by the Board of Directors of the Company once in every three years or earlier as may be deemed appropriate.

- f) **“Related Party”**- For the purpose of this policy, an entity shall be considered as related party to the company if:
- i) such entity is a related party as defined under Section 2(76) of the Companies Act, 2013; or
 - ii) such entity is a related party as per the applicable accounting standards; or
 - iii) such entity is a related party as per Listing Regulations, as amended.

Provided that any person or entity belonging to the promoter or promoter group of the listed entity and holding 20% or more of shareholding in the listed entity shall be deemed to be a related party.

g) "Related-Party Transaction" means

- i) any transaction involving transfer of resources, services or obligations between the Company and a related party, regardless of whether a price is charged or not
- ii) any transaction as envisaged under section 188 of the Companies Act, 2013, namely:
 - a) sale, purchase or supply of any goods or materials;
 - b) selling or otherwise disposing of, or buying, property of any kind;
 - c) leasing of property of any kind;
 - d) availing or rendering of any services;
 - e) appointment of any agent for purchase or sale of goods, materials, services or property;
 - f) such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company; and
 - g) underwriting the subscription of any securities or derivatives thereof, of the company;
- h) **"Relative"** means relative as defined under section 2(77) of the Companies Act, 2013.
- i) **"Threshold Limits for Related Party Transactions"** means the limits prescribed in Clause III (e) herein above or any amendments made thereto from time to time.

4. Policy

All Related Party Transactions must be identified and reported to the Audit Committee, Board and shareholders, as may be applicable, for necessary approval. The said transactions shall be disclosed in accordance with the requirements of the Act, Accounting Standards and the Listing Regulations.

1. Identification Of Potential Related Party Transactions

Each Director and Key Managerial Personnel is responsible for providing Notice of Disclosure of Interest Under Section 184 of The Companies Act, 2013 along with list of Relatives to the Company. The Company shall ensure that no transaction is entered into with any entity/individual disclosed by the Director/ KMP or any other Related Party without necessary approvals.

2 Procedure To Be Adopted For Related Party Transactions

2.1 Approval of Audit Committee

The Company shall obtain prior approval of the Audit Committee. The Audit Committee shall review and approve all Related Party Transactions based on this Policy. A member of the Committee who (if) has a potential interest in any Related Party Transaction shall not be present in the meeting during discussions on the subject transaction, contract or arrangement.

However, the Audit Committee may grant omnibus approval for Related Party Transactions proposed to be entered into by the company subject to the following

conditions:

- A** The Audit Committee shall, after obtaining approval of the Board of Directors, specify the criteria for making the omnibus approval which shall include the following, namely:-
- i) maximum value of the transactions, in aggregate, which can be allowed under the omnibus route in a year;
 - ii) the maximum value per transaction which can be allowed;
 - iii) extent and manner of disclosures to be made to the Audit Committee at the time of seeking omnibus approval;
 - iv) review, at such intervals as the Audit Committee may deem fit, related party transaction entered into by the company pursuant to each of the omnibus approval made;
 - v) transactions which cannot be subject to the omnibus approval by the Audit Committee.
- B** The Audit Committee shall consider the following factors while specifying the criteria for making omnibus approval, namely: -
- i) repetitiveness of the transactions (in past or in future);
 - ii) justification for the need of omnibus approval.
- C** The Audit Committee shall satisfy itself on the need for omnibus approval for transactions of repetitive nature and that such approval is in the interest of the company.
- D** The omnibus approval shall contain or indicate the following: -
- i) name of the related parties;
 - ii) nature and duration of the transaction;
 - iii) maximum amount of transaction that can be entered into;
 - iv) the indicative base price or current contracted price and the formula for variation in the price, if any; and
 - v) any other information relevant or important for the Audit Committee to take a decision on the proposed transaction:
- Provided that where the need for related party transaction cannot be foreseen and aforesaid details are not available, audit committee may make omnibus approval for such transactions subject to their value not exceeding rupees one crore per transaction.
- E** Omnibus approval shall be valid for a period not exceeding one financial year and shall require fresh approval after the expiry of such financial year.
- F** Omnibus approval shall not be made for transactions in respect of selling or disposing of the undertaking of the company.
- G** Other conditions :-

- i. In an unforeseen event, where a transaction with related party for which the omnibus approval has not been given by the Audit Committee, needs to be entered due to business exigencies, the Audit Committee may approve such transaction by passing a resolution by circulation, after satisfying itself that such transaction is in the interest of the Company.
- ii. Ratification, if any, of a Related Party Transaction after its commencement or completion will be approved by the Audit Committee in exceptional circumstances only.
- iii. A Related Party Transaction entered into without prior approval of the Audit Committee shall not be deemed to violate this policy, or be invalid or unenforceable, so long as the transaction is brought to the Audit Committee for ratification as promptly as reasonably practical after it is entered into and such transaction is ratified.
- iv. Any member of the Audit Committee, who has a potential interest in any Related Party Transaction, will recuse him or herself and abstain from voting on the approval or ratification of such Related Party Transaction. Such member may, however, participate in discussions with respect to other Related Party Transactions placed for approval or ratification of the Audit Committee.

2.2 Approval of Board of Directors

- A All the Related Party Transactions covered by section 188 of the Companies Act 2013 shall be approved by the Board of Directors of the Company. However this provision will not apply to the transactions entered into by the company in its ordinary course of business other than transactions which are not on an arm's length basis.
- B All the Material Related Party Transactions as per Listing Regulations shall be approved by the Board of Directors of the Company.

2.3 Approval of Shareholders

If a Related Party Transaction is (i) a material transaction or (ii) not in the ordinary course of business, or (iii) not at arm's length price and exceeds thresholds prescribed, it shall require shareholders' approval by resolution. In such case, any member of the company who is a Related Party shall not vote on resolution passed for approving such Related Party Transactions.

However, the requirement of shareholders' approval for Material Related Party Transactions shall not be applicable for the following cases:

- a) Transactions in respect of a resolution plan approved under section 31 of the insolvency and Bankruptcy Code 2016, subject to the event being disclosed to recognized stock exchange within one day of the resolution plan being approved;
- b) Transactions entered into between the company and its wholly owned subsidiary whose accounts are consolidated with the company and placed before the shareholders at the general meeting for approval.

2.4 Factors To Be Considered While Granting Approval To Related Party Transactions:

The Audit Committee/Board shall consider the following factors, among others, to the extent relevant to the Related Party Transactions while granting its approval:

- a) Whether the terms of the Related Party Transaction are fair and on arms length basis to the Company and would apply on the same basis if the transaction did not involve a Related Party;
- b) Whether there are any compelling business reasons for the Company to enter into the Related Party Transaction and the nature of alternative transactions, if any;
- c) Whether the Related Party Transaction would affect the independence of an independent director;
- d) Whether the transaction qualifies to be a transaction in ordinary course of business and at arms' length.
- e) Whether the proposed transaction includes any potential reputational risk issues that may arise as a result of or in connection with the proposed transaction;
- f) Whether the Related Party Transaction would present an improper conflict of interest for any Director or Key Managerial Personnel of the Company, taking into account the terms and size of the transaction, the purpose and timing of the transaction, the overall financial position of the director or other Related Party, the direct or indirect nature of the director's, Key Managerial Personnel's or other Related Party's interest in the transaction and the ongoing nature of any proposed relationship and any other factors the Board/Committee deems relevant.

5. Disclosures and related provisions:

1. The agenda item of the Board/Committee meeting shall disclose:
 - the name of the related party and nature of relationship
 - the nature, duration of the contract and particulars of the contract or arrangement
 - the material terms of the contract or arrangement including the value, if any
 - any advance paid or received for the contract or arrangement, if any
 - the manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract
 - whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors and
 - any other information relevant or important for the Board to take a decision on

the proposed transaction

2. No Interested Director shall be present at the meeting during discussions on the subject matter of the resolution relating to related party transaction
3. The Company shall disclose, in the Board's report, transactions prescribed in Section 188(1) of the Act with related parties, which are not in ordinary course of business or not at arm's length basis along with the justification for entering into such transactions.
4. The Company shall submit within 30 days from the date of publication of its standalone and consolidated financial results for the half year, disclosures of related party transactions on a consolidated basis, in the format specified in the relevant accounting standards for annual results to the stock exchanges and publish the same on its website.
5. In addition to the above, the Company shall also provide details of all related party transactions exceeding the materiality threshold on a quarterly basis to the Stock Exchanges.
6. The policy shall be disseminated on the company's website at www.cebbco.com and the web-link of the same shall be provided in the report of the Directors.

6. Review & monitoring of Related Party Transactions:

The Audit Committee shall review and monitor a Related Party Transaction taking into account the terms of the transaction, the business purpose of the transaction, the benefits to the Company and to the Related Party, and any other relevant matters. In connection with any review of a Related Party Transaction, the Committee has authority to modify or waive any procedural requirements of this Policy.

7. Transactions not to be considered as Related Party Transactions

Notwithstanding the foregoing, the following Related Party Transactions shall not require approval of Audit Committee, Board or Shareholders:

- i) Any transaction that involves the providing of compensation to a director or Key Managerial Personnel in connection with his or her duties to the Company or any of its subsidiaries or associates, including the reimbursement of reasonable business and travel expenses incurred in the ordinary course of business.
- ii) Any transaction in which the Related Party's interest arises solely from ownership of securities issued by the Company and all holders of such securities receive the same benefits pro rata as the Related Party.

8. Related Party Transactions not approved under this Policy:

In the event the Company becomes aware of a Transaction with a Related Party that has not

been approved under this Policy the matter shall be reviewed by the Audit Committee. The Audit Committee shall consider all of the relevant facts and circumstances regarding the Related Party Transaction, and shall evaluate all options available to the Company, including ratification by it or recommend the Board for their ratification or seeking approval of Shareholders, revision or termination of the Related Party Transaction. The Committee shall also examine the facts and circumstances pertaining to the failure of reporting such Related Party Transaction to the Committee under this Policy, and shall take any such action as it deems appropriate.

9. Policy Review:

This Policy is framed based on the provisions of the Act, and rules made thereunder and the requirements of the Listing Regulations. In case of any subsequent changes in the provisions of the Act, or in the Listing Regulations or any other regulations which makes any of the provisions in the Policy inconsistent with the Act or regulations, the provisions of the Act or regulations would prevail over the Policy and the provisions in the Policy would be modified in due course to make it consistent with law.

This Policy shall be reviewed by the Audit Committee as and when any changes are to be incorporated in the Policy due to change in regulations or as may be felt appropriate by the Committee. Any changes or modification on the Policy as recommended by the Committee would be presented for approval of the Board of Directors.

This Policy will be communicated to all Directors, KMPs, operational employees and other concerned persons of the Company.
