

RELATED PARTY TRANSACTION POLICY

The policy has been adopted and approved by the Board of Directors at its meeting held on 22nd February, 2021

CIN : L72900GJ2017PLC096975

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1. Introduction:

The Board of Directors (the “Board”) of Naapbooks Limited (the “Company”) has upon the recommendation of the Audit Committee, adopted the following policy with regard to Related Party Transactions (hereinafter referred to as the ‘RPT Policy’ or ‘Policy’), in line with the requirements of Section 188 of Companies Act, 2013 read with Rules made thereunder (hereinafter referred to as ‘the Act’) and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as ‘SEBI LODR Regulations’).

2. Purpose:

The objective of this policy is to ensure proper approval, disclosure and reporting of transactions as applicable, between the Company and any of its related parties in the best interest of the Company and its stakeholders. This Policy deals with materiality threshold, process of identification, disclosures and the manner of dealing Transactions with Related Party by the Company keeping in view the provisions of the Act read with the rules made thereunder and SEBI LODR Regulations.

3. Applicability and governing law:

The RPT Policy will be applicable to the Company with respect to all Transactions with Related Party including changes, if any, in related parties from time to time.

4. Key Definitions:

“Arm’s Length Transaction” means a transaction between two related parties that is conducted as if they are unrelated, so that there is no conflict of interest.

“Audit Committee” means Committee of Board of Directors of the Company constituted under provisions of Regulation 18 of SEBI LODR Regulations and Section 177 of the Act.

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“Board of Directors” or “Board” in relation to the Company means the collective body of the directors of **Naapbooks Limited**.

“Company” means Naapbooks Limited

Key Managerial Personnel (KMP) in relation to the Company means

- i. the Chief Executive Officer, or the Managing Director or the Manager;
- ii. the Company Secretary;
- iii. the Whole time Director;
- iv. the Chief Financial Officer
- v. Such other officer not more than one level below the directors who is whole- time employment, designated as key managerial personnel by the Board; and
- vi. Such other officers as may be prescribed.

“Material Related Party Transaction” means a transaction with a Related Party if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

“Related Party” means a related party as defined under sub-section (76) of Section 2 of the Act or under the applicable accounting standards as amended from time to time.

“Related Party Transaction” means

- for the purpose of the Act, specified transaction mentioned in clause (a) to (g) of sub-section 1 of Section 188;
- For the purpose of SEBI LODR Regulations, a transfer of resources, services or obligations between the Company and a related party, regardless of whether a price is charged and a "transaction" with a related party shall be construed to include a single transaction or a group of transactions in a contract.

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“Relatives” with reference to any person shall have the meaning as defined in sub-section (77) of Section 2 of the Act read with clause 4 of the Companies (Specification of definition details) Act, 2014.

A **"transaction"** with a related party shall be construed to include single transaction or a group of transactions in a contract."

Any other term not defined herein shall have the same meaning as defined in the Act, SEBI LODR Regulations, Securities Contracts (Regulation) Act, 1956 or any other applicable law or regulation.

5. Policy on related party transactions:

The policy describes the procedure to be followed along with the reporting and disclosure requirements for the transactions entered between the Company and its Related Parties. Such transactions shall be deemed appropriate only if they are in the best interest of the Company and its shareholders. In order to ensure the same and to set forth the procedure for entering into and execution of transactions with Related Party, the board of directors of the Company has adopted this Policy.

a) Procedure for identification of potential related parties:

- Once a year, declarations will be obtained by the Company Secretary or Compliance Officer as the case may be from the Directors and KMP and other related parties within the meaning of Section 2(76), 184 and 189 of the Act and SEBI LODR Regulations in the prescribed format.
- The declarations will also be required to be updated by the Directors and KMP regularly immediately upon a change taking place
- Any individual appointed/elected as a director or KMP shall be responsible to promptly complete and submit to the Company Secretary or Compliance Officer as the case may be, the disclosure declaration referred to above.
- The Company Secretary or Compliance Officer as the case may be shall, in every meeting, place before the Audit Committee an up-to date list of the related parties of the Company.

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b) identification of potential related parties:

Each director and Key Managerial Personnel is responsible for providing Notice to the Board or Audit Committee of any potential RPT involving him/her or his/her relative, including any additional information about the transaction that the Board or Audit Committee may request. The Board shall record the disclosure of Interest and the Audit Committee will determine whether the transaction does, in fact, constitute a RPT requiring compliance with this Policy.

The Company strongly prefers to receive such notice of any potential transactions with Related Party well in advance so that the Audit Committee has adequate time to obtain and review information about the proposed transaction.

6. Approval of Related Party Transactions:

a) Prior approval of Audit Committee:

All Transactions with Related Party of the Company as prescribed under the Act and SEBI LODR Regulations shall require prior approval of Audit Committee, whether at a meeting or by Resolution by circulation. However, the Audit Committee may grant omnibus approval for such Transactions proposed to be entered into by the Company subject to the following conditions:

b) Prior approval of Board of Directors under the Act:

RPTs within the scope of Section 188 of the Act, which are either not in the Ordinary Course of Business or are not at Arms' Length shall require prior approval of the Board of Directors.

In the above context, where any director is interested in any contract or arrangement with a related party, such director shall not be present at the meeting during discussions on the subject matter of the resolution relating to such contract or arrangement, and shall also not vote on such resolution.

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c) Shareholder's approval requirements:

Shareholder's approval shall be sought in the following cases as per the requirements of the Act:

- RPTs covered within the scope of Section 188 of the Act; which are either not in the 'Ordinary Course of Business' or are not on an 'Arm's Length Basis' and exceed the threshold prescribed under the rules made thereunder, shall require prior approval of the shareholders through special resolution.
- No member of the Company shall vote in a special resolution where a related party contract or arrangement is being considered if such a member is a related party in the context of the contract or arrangement which is being considered.

Shareholder's approval shall be sought in the following cases as per the requirements of SEBI LODR Regulations:

- All Material RPTs covered within the scope of SEBI LODR Regulations shall require approval of the shareholders through special resolution and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

However, the above shall not be applicable to:

- Transactions between Naapbooks Limited and its wholly owned subsidiary whose accounts are consolidated with Naapbooks Limited and placed before the shareholders at the general meeting for approval; and
- Such other transactions as may be exempted by SEBI LODR Regulations, if not covered under the Act.

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- **Materiality Thresholds:**

Regulation 23 of SEBI LODR Regulations requires a company to provide materiality thresholds for transactions beyond which approval of the shareholders through resolution will be required. None of the related parties of a company shall vote to approve on such resolution irrespective of whether the entity is a related party to the particular transaction or not.

The Company has fixed the following materiality threshold for the purpose of Regulation 23(1) of SEBI LODR Regulations:

Sr. No.	Description of Transaction	Threshold Limits
1	Sale, purchase or supply of any goods or materials	10% or more of the turnover of the Company.
2	Selling or otherwise disposing of or buying property of any kind	10% or more of the net worth of the Company.
3	Leasing of property of any kind	10% or more of the turnover of the Company.
4	Availing or rendering of any services	10% or more of the turnover of the Company.
5	Appointment to any office or place of profit in the Company	Monthly remuneration exceeding rupees two and half lakh.
6	Underwriting the subscription of any securities or derivatives	Remuneration exceeding 1% of the net worth of the Company.
7	Payment to a Related Party with respect to brand usage or royalty	5 % of the annual consolidated turnover of the Company.

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Explanation: All the transactions mentioned above should be taken individually or together with previous transactions during a financial year and the annual consolidated turnover and net worth shall be computed on the basis of last audited financial statements of the Company.

d) 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 prior to its consummation, the matter shall be reviewed by the Audit Committee. The Audit Committee shall consider all of the relevant facts and circumstances regarding such transaction and shall evaluate all options available to the Company, including ratification, revision or termination of such Transaction. The Committee shall also examine the facts and circumstances pertaining to the failure of reporting such Transaction to the Committee under this Policy and failure of the internal control systems, and shall take any such action it deems appropriate.

In any case, where the Audit Committee determines not to ratify such Transaction that has been commenced without approval, the Audit Committee, as appropriate, may direct additional actions including, but not limited to, discontinuation of the transaction or seeking the approval of the shareholders, payment of compensation for the loss suffered by the related party etc.

7. Disclosures:

- **Disclosures with** respect to Transactions with Related Party shall be made as per applicable provisions of the Act and SEBI LODR Regulations.
- **Details** of all material transactions with related parties shall be disclosed quarterly along with the compliance report on corporate governance.

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- **This** policy shall also be uploaded on the website of the Company at www.naapbooks.com and a weblink thereto shall be provided in the Annual Report of the Company.

8. Scope Limitation:

In the event of any conflict between the provisions of this Policy and of the SEBI LODR Regulations/the Act or any other statutory enactments, rules, then later shall prevail.

9. Amendments to the policy:

The board of directors of the Company reserves the right to modify and/or amend this Policy at any time subject to the provisions of SEBI LODR Regulations and the Act and Rules framed thereunder.

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