



KOTYARK INDUSTRIES LIMITED

Policy on Related Party Transactions

RELATED PARTY TRANSACTION POLICY

1. Preamble:

The Board of Directors (the “Board”) of Kotyark Industries Limited (the “Company” or “KIL”), has adopted the following policy and procedures with regard to the Related Party Transactions as defined below. The Audit Committee shall review and may propose amendments to this policy as may be required.

The policy will be applicable to the Company. This policy is to regulate transactions between the Company and its related parties based on the laws and regulations applicable on the company.

2. Objective:

This policy is framed as per the requirement of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and intended to ensure the proper approval and reporting of transaction between the Company and its Related Parties as determined under Listing Regulations 2015, Companies Act, 2013 and rules prescribed thereunder (“Act”), and any other laws and regulations as may be applicable to the Company.

The Company is required to disclose in its Annual Financial Statements and Directors Report, certain transactions between the Company and Related Parties as well as policy relating thereto. The Related Party Transaction Policy shall be disclosed on the website of the Company and a web link thereto shall be provided in the Annual Report.

3. Definitions:

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

“**Associate**” means a Company as defined under section 2(6) of the Companies Act, 2013 and as defined by Accounting Standard (AS) 23, “Accounting for Investments in Associates in Consolidated Financial Statements” and by Accounting Standard (AS) 18, “Related party disclosures”.

“**Audit Committee or Committee**” means the Committee of the Board formed under section 177 of the Act and Regulations 18 of Listing Regulations 2015.

“**Board**” means Board of Directors of the Company.

“**Control**” means control as defined in Section 2 (27) of the Act and shall have the same meaning as defined in SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

“**Key Managerial Personnel**” shall mean the officers of the Company as defined in Section 2(51) of the Act.

“**Policy**” means Related Party Transaction Policy.

“**Material Related Party Transaction**” means a transaction with a related party where 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.

