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POLICY ON RELATED PARTY TRANSACTION

**[Amended Policy approved by Board of Directors at its meeting held on 5th February, 2022
and is effective from 1st April, 2022]**

1. INTRODUCTION

The Board of Directors of NOVATEOR RESEARCH LABORATORIES LIMITED (“the Company”) has adopted the following policy and procedures with regard to Related party Transactions as defined below.

2. PURPOSE

The Companies Act, 2013 (the “Act”) and the Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called as LODR),(including any modification(s), amendment(s)/ re-enactment(s) thereof), on materiality of Related Party Transactions and on dealing with Related Party Transactions including clear threshold limits duly approved by the board of directors. Accordingly, the Company has formulated this policy. This Policy regulates all transactions between the Company and its Related Parties.

3. DEFINITION

- a) **"Act"** shall mean the Companies Act, 2013 and the Rules framed thereunder, including any modification(s)/ amendment(s)/ re-enactment(s), clarifications and circulars thereof.
- b) **Arm’s Length Basis:** RPT will be treated to be on ‘Arm’s Length Basis’ if the key terms, taken as a whole, are comparable with those of similar transactions if they would have been undertaken with non-related parties.
- c) **"Material Related Party Transactions"** means transaction defined as Material Related Party Transactions under LODR.
- d) **"Ordinary Course of Business"** means the usual transactions, customs and practices undertaken by the Company to conduct its business operations and activities and includes all

such activities which the Company can undertake as per Memorandum & Articles of Association.

- e) **"Policy"** means Policy on Related Party Transactions.
- f) **Related Party:** A Related Party shall have the same meaning as defined under the Act and the LODR.
- g) **Related Party Transaction ("RPT"):** A Related Party Transaction is a transfer of resources, services or obligations between a company and a Related Party, regardless of whether a price is charged and a transaction with a related party shall be construed to include single transaction or a group of transactions in a contract.

All capitalized terms used in this Policy but not defined herein shall have the meaning assigned to such term in the Act and the LODR, as amended from time to time.

4. REVIEW AND APPROVAL OF RELATED PARTY TRANSACTIONS

A. AUDIT COMMITTEE

All the transactions which are identified as Related Party Transactions and subsequent alterations or modifications thereof, shall be approved by the Audit Committee in the manner specified under the LODR (as amended from time to time) issued by SEBI. The Audit Committee shall consider all relevant factors while deliberating the Related Party Transactions while according its approval.

Any member of the Audit Committee who has any kind of interest in any Related Party Transactions shall recuse himself /herself and abstain from discussion and voting on the approval of the Related Party Transactions. A Related Party Transactions which is (i) not in the ordinary course of business, or (ii) not at arm's length price, would require approval of the Board of Directors or of shareholders, as detailed in subsequent paragraphs.

The Audit Committee may grant omnibus approval for Related Party Transactions which are repetitive in nature and subject to such criteria/conditions as mentioned under Regulation 23(3) of the LODR and such other conditions as it may consider necessary in line with this Policy and in the interest of the Company. Such omnibus approval shall be valid for a period not exceeding one year and shall require fresh approval after the expiry of one year.

Provided that where the need for Related Party Transactions cannot be foreseen and aforesaid details are not available, audit committee may grant omnibus approval for such transactions subject to their value not exceeding rupees one crore per transaction.

The Audit Committee shall review, on a quarterly basis, the details of Related Party Transactions and material modifications thereof, entered into by the Company pursuant to the omnibus approval. In connection with any review of a Related Party Transactions, the Committee has authority to modify or waive any procedural requirements of this Policy.

A Related Party Transactions entered into by the Company, which is not under the omnibus approval or otherwise pre-approved by the Audit Committee, will be placed before the Audit Committee for review /ratification.

B. BOARD OF DIRECTORS

In case any Related Party Transactions are referred by the Company to the Board for its approval due to the transaction being (i) not in the ordinary course of business, or (ii) not at an arm's length price, the Board will consider such factors as, nature of the transaction, material terms, the manner of determining the pricing and the business rationale for entering into such transaction. On such consideration, the Board may approve the transaction or may require such modifications to transaction terms as it deems appropriate under the circumstances.

Any member of the Board who has any interest in any Related Party Transactions will recuse himself /herself and abstain from discussion and voting on the approval of the Related Party Transactions.

C. SHAREHOLDERS

If a Related Party Transactions is (i) a material transaction as per Regulation 23 of the LODR, or (ii) not in the ordinary course of business, or not at arm's length price and exceeds certain thresholds prescribed under the Act, then such Related Party Transactions and any subsequent material modifications thereto, shall require prior approval of shareholders' by a resolution. In such a case, any member of the Company who is a Related Party, irrespective of being related to the said transaction or not, shall not vote on resolution passed for approving such Related Party Transactions.

5. EXEMPTIONS:

In terms of Regulation 23(5) of the LODR, following transactions are exempted from the requirement of obtaining approval:

- a) 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.
- b) transactions entered into between two wholly-owned subsidiaries of the Company, whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval.

6. POST FACTO APPROVAL:

In the event the Company becomes aware of a Related Party Transactions with a Related Party that has not been approved under this Policy, the Company would obtain post facto approval from the Audit Committee, the Board of Directors and/or shareholders as required under applicable

laws/ regulations. In case the Company is not able to take such prior approval from the Audit Committee, the Board of Directors and/or shareholders, such a transaction shall not be deemed to violate this Policy, or be invalid or unenforceable, so long as post facto approval is obtained as promptly as reasonably practical after it is entered into or after it becomes reasonably apparent that the transaction is covered by this policy.

7. DISCLOSURES:

- a) Details of all Material Related Party Transactions and subsequent modifications, if any, shall be disclosed quarterly along with Company's Compliance Report on Corporate Governance, in accordance with the LODR.
- b) The Company is also required to disclose this Policy on its website i.e. www.novateor.com and a web link thereto shall be provided in the Annual Report of the Company.
- c) The Company is required to disclose all contracts or arrangements entered into with related party as prescribed under provision of Companies Act, 2013 in the Company's Board's Report to shareholders of the Company at the Annual General Meeting.
- d) The details of all Related Party Transactions with related parties shall be submitted, in the format specified, as per the manner and timelines set-out in the LODR and the same shall be published on the Company's website.

8. REVIEW OF THE POLICY:

This Policy shall be reviewed by the Board of Directors from time to time and may amend the same, if required.

9. LIMITATION AND AMENDMENT:

In the event of any conflict between the provisions of this Policy and of the Act or LODR or any other statutory enactments and rules, such Act or LODR or any other statutory enactments and rules, shall prevail over this Policy. Any subsequent amendments / modifications in the LODR, Act and/or applicable laws in this regard shall automatically apply to this Policy.
