

AGARWAL INDUSTRIAL CORPORATION

Policy on Materiality of Related Party Transactions

(Pursuant to Clause 49 of the Listing Agreement)

Clause 49 of the Listing Agreement as amended recently requires a listed company to formulate a Policy on Materiality of Related Party Transactions and also on dealing with such Related Party Transactions. Accordingly, a Policy is hereby framed as under:-

1. All Related Party Transactions (RPTs) of the company covered under the Companies Act, 2013 and Clause 49 of the Listing Agreement will be approved by the Audit Committee of the Board from time to time.
2. Consent of the Board and the Shareholders would be taken in respect of all RPTs, except in the following cases:
 - i. Where the transactions are below the threshold limits specified in the Companies Act, 2013 & Rules thereunder or the Listing Agreement, as may be applicable; or
 - ii. Where the transactions are entered into by the company in its ordinary course of business and are on an arms' length basis; or
 - iii. Where the transactions to be entered into individually or taken together with previous transactions during a financial year do not exceed ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company.

Dealing with Related Party Transactions shall be in accordance with the Companies Act, 2013 & Rules thereunder, Clause 49 of the Listing Agreement and other applicable provisions for the time being in force.

The above policy is subject to change from time to time.

MUMBAI
01.10.2014

MANAGING DIRECTOR