



AMCO
AMCO INDIA LTD.

CORPORATE OFFICE :

C-53-54, SECTOR-57, PHASE-III,
DISTT. GAUTAMBUDH NAGAR,
NOIDA - 201307 (U. P.)
CIN : L74899DL1987PLC029035

PH. : 0120-2583729/30, 4601500

FAX : 4601548

E-mail : amco.india@ymail.com

Website : www.amcoindialimited.com

Manufacturers of PVC Films & Sheetings

POLICY ON MATERIALITY OF RELATED PARTY TRANSACTIONS AND DEALING WITH RELATED PARTY TRANSACTIONS

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For AMCO INDIA LTD
S. W. S.
Director



I. BACKGROUND:

The Companies Act, 2013 provides major overhaul in the Corporate Governance norms for all Companies. The Section 188 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 provides the detailed mechanism for dealing with Related Parties Transactions of the Company.

SEBI has amended the Clause 49 of the Listing Agreement which is effective from 1st October 2014. The revised clause in addition to the approvals required for Related Party Transactions also provides that the Company shall formulate a policy on Materiality of Related Party Transactions and also on dealing with Related Party Transactions.

Keeping in view the above mentioned compliances, the Board of Directors of Amco India Limited, acting upon the recommendations of the Audit Committee of the Company, has approved and adopted the following policy and procedure with regard to Materiality of Related Party Transactions and dealing with Related Party Transactions of the Company.

II. PURPOSE:

This Policy is intended to ensure the approval mechanism and reporting of transactions between the Company and its related parties as defined in the Policy in accordance with the Companies Act, 2013 and SEBI ELA. It may be modified pursuant to the Amendments in the Companies Act, Rules or SEBI ELA.

III. DEFINITIONS:-

- a. **"Audit Committee or Committee"** means Committee of Board of Directors of the Company constituted under provisions of Listing agreement and Companies Act, 2013.
- b. **"Board"** means Board of Directors of the Company.
- c. **"Control"** means the control as defined under Section 2(27) the Companies Act, 2013.
- d. **"Key Managerial Personnel"** means key managerial personnel as defined under the Companies Act, 2013 and includes
 - (i) Managing Director, or Chief Executive Officer or manager and in their absence, a whole-time director;
 - (ii) Company Secretary; and
 - (iii) Chief Financial Officer.
- e. **"Related Party"** means Related Party as defined under Section 2 (76) of the Companies Act, 2013 read with related rules issued thereon and Clause 49 of SEBI

