

RELATED PARTY TRANSACTIONS POLICY

B J DUPLEX BOARDS LIMITED

1. Preamble

This Related Party Transactions Policy (“Policy”) is framed in accordance with the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

The Policy intends to ensure proper approval, disclosure and reporting of transactions between the Company and its Related Parties and to ensure that such transactions are conducted in a transparent, fair and arm’s length manner in the best interest of the Company and its stakeholders.

2. Objective

The objective of this Policy is to:

Define materiality thresholds for Related Party Transactions

Lay down the approval mechanism for Related Party Transactions

Ensure proper disclosure and reporting

Prevent conflicts of interest

Ensure compliance with statutory and regulatory requirements

3. Definitions

Unless otherwise defined herein, the terms shall have the meanings assigned to them under the Companies Act, 2013 and SEBI LODR Regulations.

Related Party

“Related Party” shall mean related party as defined under:

Section 2(76) of the Companies Act, 2013, and

Regulation 2(1)(zb) of SEBI LODR Regulations

Related Party Transaction (RPT)

Any transfer of resources, services or obligations between the Company and a Related Party, regardless of whether a price is charged.

Arm's Length Transaction

A transaction between two related parties conducted as if they were unrelated, so that there is no conflict of interest.

Material Related Party Transaction

A transaction which individually or taken together with previous transactions during a financial year exceeds the threshold prescribed under SEBI LODR Regulations or such limits as may be amended from time to time.

4. Policy Applicability

This Policy shall apply to:

Directors

Key Managerial Personnel (KMP)

Promoters & Promoter Group

Subsidiaries/Associates (if any)

All departments of the Company

5. Identification of Related Parties

The Company shall maintain an updated list of Related Parties based on:

Declarations received from Directors and KMPs

Shareholding and control structure

Applicable laws and regulations

All Directors and KMPs shall disclose their interests periodically in the prescribed format.

6. Approval Mechanism

(A) Audit Committee Approval

All Related Party Transactions shall require prior approval of the Audit Committee.

Audit Committee may grant omnibus approval for repetitive transactions subject to conditions prescribed under law.

(B) Board Approval

Transactions not in the ordinary course of business or not at arm's length shall require approval of the Board of Directors.

Interested Directors shall abstain from discussion and voting.

(C) Shareholders' Approval

Material Related Party Transactions and transactions exceeding limits prescribed under Section 188 shall require prior approval of shareholders by way of resolution.

Related Parties shall abstain from voting.

7. Review Criteria by Audit Committee

While approving RPTs, the Audit Committee shall consider:

Nature of relationship

Material terms and value of transaction

Whether transaction is at arm's length

Whether transaction is in ordinary course of business

Business rationale and benefit to the Company

Any potential conflict of interest

8. Omnibus Approval

Audit Committee may grant omnibus approval for repetitive transactions subject to:

Maximum value per transaction

Validity period not exceeding one year

Periodic review of such transactions

9. Disclosure Requirements

The Company shall ensure:

Disclosure of RPTs in Board's Report

Half-yearly disclosure to Stock Exchange

Disclosure in Financial Statements

Website disclosure of this Policy

Any other disclosure as prescribed under law

10. Record Keeping

All documents, agreements and approvals related to RPTs shall be properly recorded and preserved as per statutory requirements.

11. Transactions Not Covered

This Policy shall not apply to:

Transactions with wholly owned subsidiaries as permitted under law

Transactions specifically exempted under Companies Act/SEBI Regulations

12. Amendments

The Board may amend this Policy from time to time in line with statutory or regulatory changes.

13. Review of Policy

This Policy shall be reviewed periodically by the Audit Committee and the Board to ensure its effectiveness and compliance with applicable laws.

14. Effective Date

This Policy shall be effective from the date of approval by the Board of Directors.

For B J Duplex Boards Limited

Mukesh Puniani
Chairman- Audit Committee

Mayank Gupta
Whole Time Director

Pooja
Company Secretary

Pramod Kumar
Chief Financial Officer