

NICCO PARKS & RESORTS LIMITED

RELATED PARTY TRANSACTION POLICY

1. Purpose of this Policy:

Related party transactions can present a potential or actual conflict of interest which may be against the interest of the company and its shareholders. Considering the requirements for approval of related party transactions as prescribed under the Companies Act, 2013 ("Act") read with the Rules framed there under and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Nicco Parks & Resorts Limited ("NPRL" or "the Company") has formulated this policy on materiality of Related Party Transactions and on dealing with Related Party Transactions ("Policy").

The objective of this Policy is to set out (a) the threshold limits of materiality for related party transactions and; (b) the manner of dealing with the transactions between the Company and its related parties.

2. Definitions:

- A. "Act" shall mean the Companies Act, 2013 and includes any amendment thereof.
- B. All the significant terms used in this Policy but not defined herein shall have the meaning assigned to such term in the Act and the Rules thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time.

3. Review and approval of related party transaction:

A. Audit Committee

- a) All the transactions which are identified as related party transactions shall require the prior approval of the Audit Committee. The Audit Committee shall consider all relevant factors while deliberating the related party transactions for its approval.
- b) Any member of the Committee who has a potential interest in any related party transaction will abstain himself from such discussion and voting on the approval of the related party transaction.
- c) 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and such other conditions as it may consider necessary in line with this policy and in the interest of the Company.
- d) Transaction of following nature will not be covered under the omnibus approval of the Audit Committee:
 - Transactions which are not at arm's length or not in the ordinary course of business.
 - Transactions which are not repetitive in nature.
 - Transactions exceeding materiality threshold limits as laid down in Regulation 23(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and the Companies Act, 2013 and the rules made thereunder.

- Any other transaction which the Audit Committee may deem not fit for omnibus approval.
- e) Audit Committee shall review, on a quarterly basis, the details of related party transactions entered into by the Company pursuant to the omnibus approval.
- f) A related party transaction entered into by the Company, which is not covered under the omnibus approval or otherwise not pre-approved by the Committee, will be placed before the Committee for ratification.

B. Board of Directors

- a) A related party transaction which is covered under section 188 of the Companies Act, 2013 and the rules made thereunder and which has not taken place in the ordinary course of business or at the arm's length price, would require approval of the Board of Directors.
- b) Any member of the Board who has any interest in any related party transaction will abstain himself from such discussions and voting on the approval of the related party transaction.

C. Shareholders' Approval

- a) If a related party transaction:
 - (i) is a material transaction as per Regulation 23(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, or

[Explanation: Pursuant to Regulation 23(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the threshold limit of materiality is 10% of the annual consolidated turnover of the Company as per the last audited financial statements.]
 - (ii) exceeds the threshold limits as prescribed under the Companies Act, 2013 and the rules made thereunder and which has not taken place in the ordinary course of business or at the arm's length price,

shall require prior approval of the shareholder by a resolution.
- b) Any member of the Company who is a related party shall not be allowed to vote for such resolution.

D. Related party transactions not approved under this policy

In the event the Company becomes aware of a transaction with a related party that has not been approved in accordance with this Policy prior to its consummation, the matter shall be referred to the Audit Committee for review and necessary action.

4. Amendment

Any subsequent amendment / modification in the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Act and/or applicable laws in this regard shall automatically apply to this Policy.

The Audit Committee will review the Policy periodically and may amend the same from time to time and propose the same to the Board for its approval.